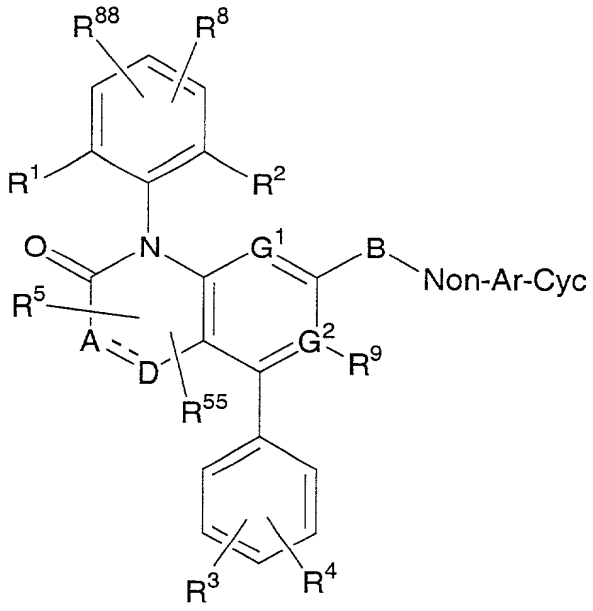
WHAT IS CLAIMED IS:

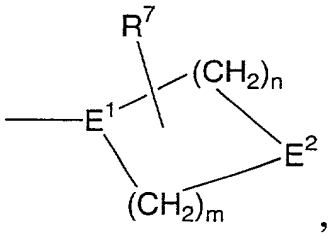
1. A compound represented by (I):



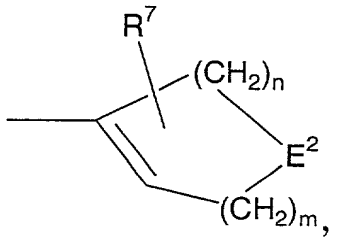
(I)

or a pharmaceutically acceptable salt thereof, wherein

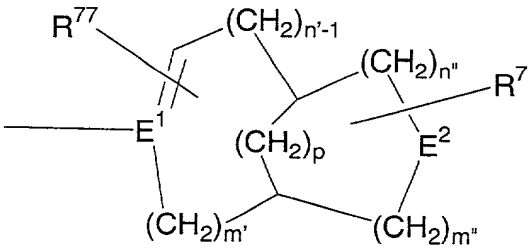
Non-Ar-Cyc is



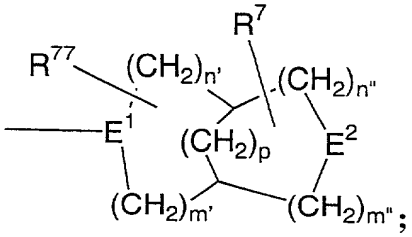
,



,



, or



;

A is N, O, NH, $CH_2$, or CH;

B is $-C_{1-6}$alkyl–, $-C_{0-3}$alkyl–O–$C_{0-3}$alkyl–, $-C_{0-3}$alkyl–NH–$C_{0-3}$alkyl–, $-C_{0-3}$alkyl–NH–$C_{3-7}$cycloalkyl–, $-C_{0-3}$alkyl–N($C_{0-3}$alkyl)–C(O)–$C_{0-3}$alkyl–, $-C_{0-3}$alkyl–NH–$SO_2$–$C_{0-3}$alkyl–, $-C_{0-3}$alkyl–, $-C_{0-3}$alkyl–S–$C_{0-3}$alkyl–, $-C_{0-3}$alkyl–$SO_2$–$C_{0-3}$alkyl–, $-C_{0-3}$alkyl–PH–$C_{0-3}$alkyl–, $-C_{0-3}$alkyl–C(O)–$C_{0-3}$alkyl, or a direct bond;

D is CH, $CH_2$, N, or NH; optionally A and D are bridged by $-C_{1-4}$alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

$E^1$ is CH, N, or $CR^6$; or B and $E^1$ form –CH=C<;

$E^2$ is $CH_2$, CHR, C(OH)R NH, NR, O, S, –S(O)–, or $–S(O)_2–$;

$G^1$ is N, CH, or C($C_{1-3}$alkyl);

$G^2$ is N, CH, or C($C_{1-3}$alkyl);

R, $R^7$ and $R^{77}$ each independently is hydrogen, $C_{1-6}$alkyl– group, $C_{2-6}$alkenyl– group, $C_{4-6}$cycloalkyl-$C_{0-6}$alkyl– group, N($C_{0-4}$alkyl)($C_{0-4}$alkyl)–$C_{1-4}$alkyl–N($C_{0-4}$alkyl)– group, –N($C_{0-4}$alkyl)($C_{0-4}$alkyl) group, $C_{1-3}$alkyl–CO–$C_{0-4}$alkyl– group, $C_{0-6}$alkyl–O–C(O)–$C_{0-4}$alkyl– group, $C_{0-6}$alkyl–C(O)–O–$C_{0-4}$alkyl– group, N($C_{0-4}$alkyl)($C_{0-4}$alkyl)–($C_{0-4}$alkyl)C(O)($C_{0-4}$alkyl)– group, phenyl–$C_{0-4}$alkyl– group, pyridyl–$C_{0-4}$alkyl– group, pyrimidinyl–$C_{0-4}$alkyl– group, pyrazinyl–$C_{0-4}$alkyl– group, thiophenyl–$C_{0-4}$alkyl– group, pyrazolyl–$C_{0-4}$alkyl– group, imidazolyl–$C_{0-4}$alkyl– group, triazolyl–$C_{0-4}$alkyl– group, azetidinyl–$C_{0-4}$alkyl– group, pyrrolidinyl–$C_{0-4}$alkyl– group, isoquinolinyl–$C_{0-4}$alkyl– group, indanyl–$C_{0-4}$alkyl– group, benzothiazolyl–$C_{0-4}$alkyl– group, any of the groups optionally substituted

with 1-6 substituents, each substituent independently being –OH, –N($C_{0-4}$alkyl)($C_{0-4}$alkyl), $C_{1-4}$alkyl, $C_{1-6}$alkoxyl, $C_{1-6}$alkyl–CO–$C_{0-4}$alkyl–, pyrrolidinyl–$C_{0-4}$alkyl–, or halogen;

or $R^7$ together with a bond from an absent ring hydrogen is =O;

n' + n" = n;

m' + m" = m;

n is 1, 2, 3, or 4;

m is 0, 1, 2, 3, or 4;

n+m is 2, 3, 4, 5, or 6;

p is 0, 1, 2, or 3;

$R^1$, $R^2$, $R^3$, $R^4$, and $R^6$ are each independently halogen, $C_{0-4}$alkyl, –C(O)-O($C_{0-4}$alkyl), or –C(O)-N($C_{0-4}$alkyl)($C_{0-4}$alkyl);

$R^5$ and $R^{55}$ independently is H, $CH_3$, $CH_2CH_3$, or absent;

$R^{88}$ and $R^8$ each is independently –CN, –$C_{0-4}$alkyl, –C(O)-N($C_{0-4}$alkyl)($C_{0-4}$alkyl), –C(O)-O-$C_{0-4}$alkyl or 1,3-dioxolan-2-yl–$C_{0-4}$alkyl–;

$R^9$ is –$C_{0-4}$alkyl, or absent; and

any alkyl optionally substituted with 1-6 independent halogen or -OH.

2. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is NH;

D is $CH_2$.

3. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

4. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is $C_{0-3}$alkyl-O-$C_{0-3}$alkyl.

5. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is $C_{0-3}$alkyl-C(O)-$C_{0-3}$alkyl.

6. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is $C_{1-6}$alkyl.

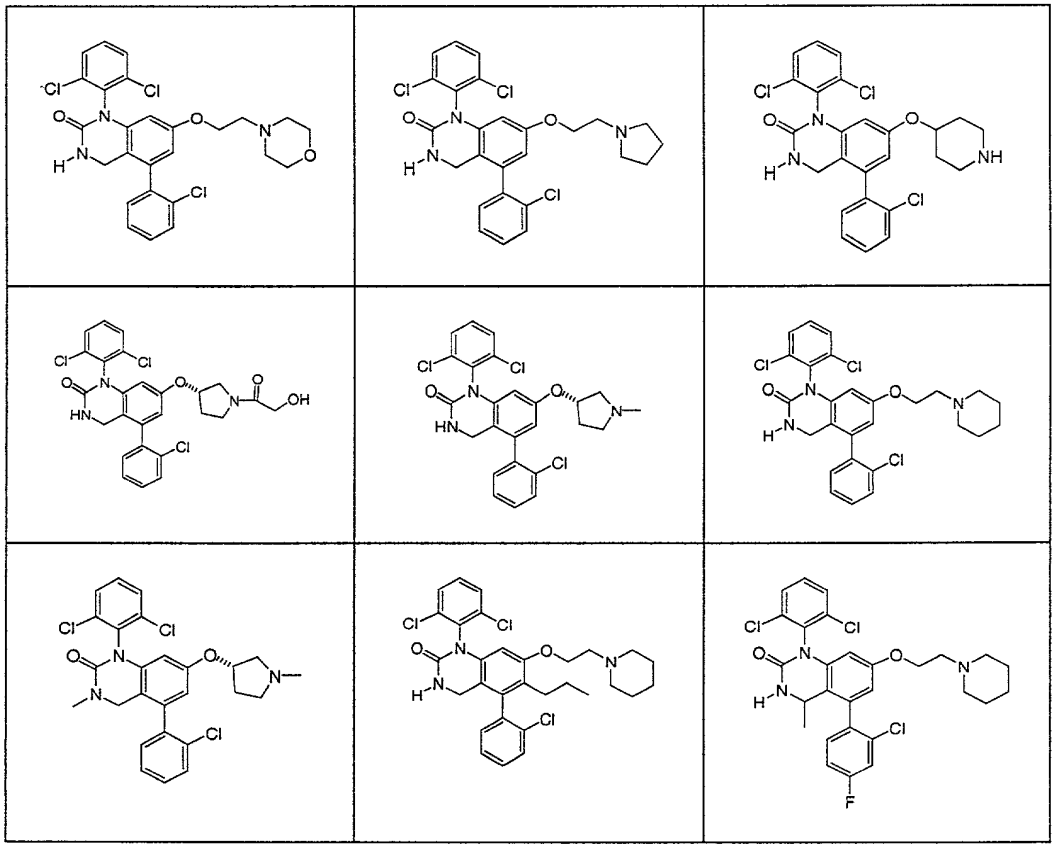
7. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

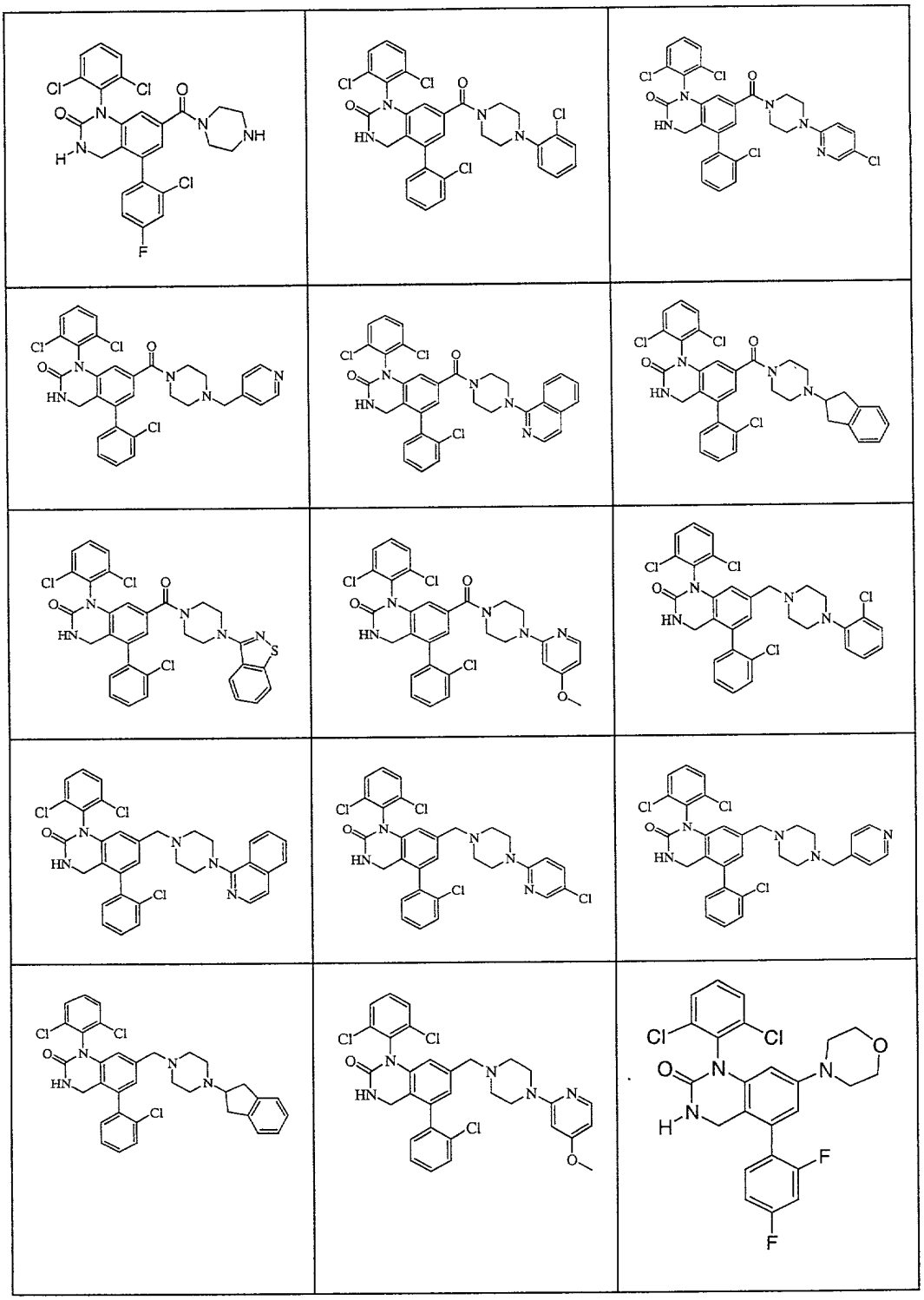
B is $C_{0-3}$alkyl-NH-$C_{0-3}$alkyl.

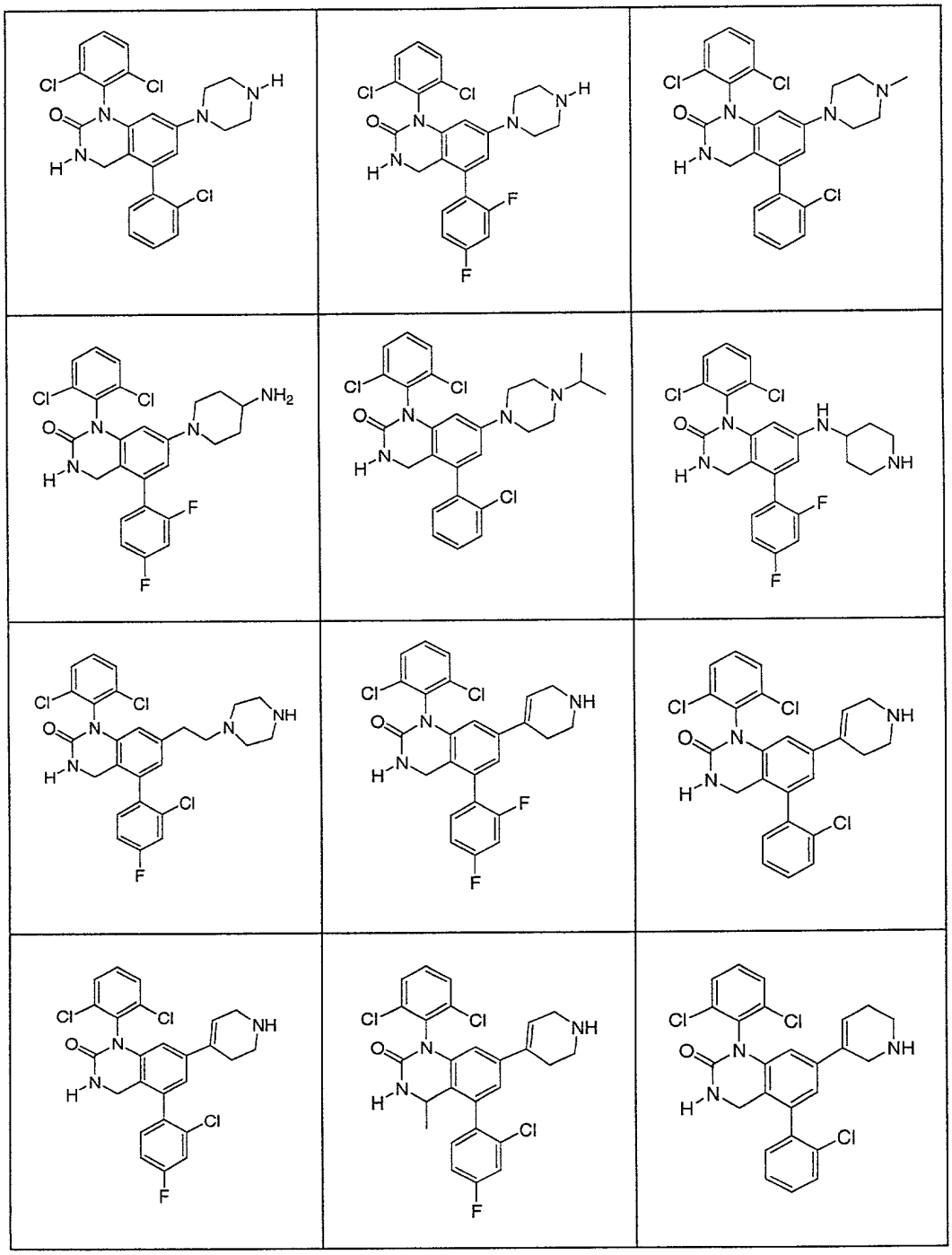
8. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

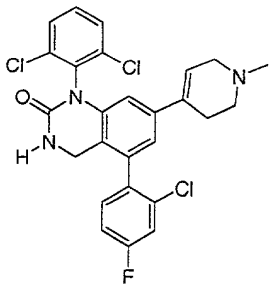
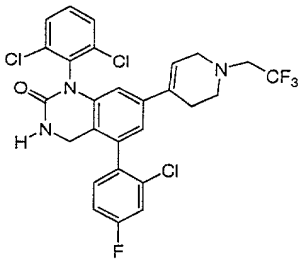
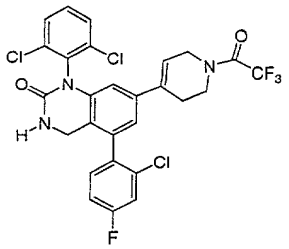
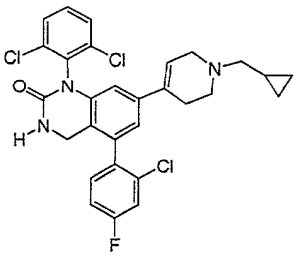
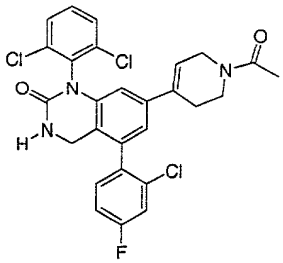
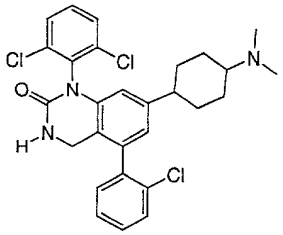
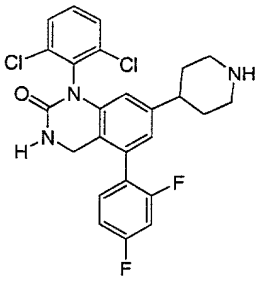
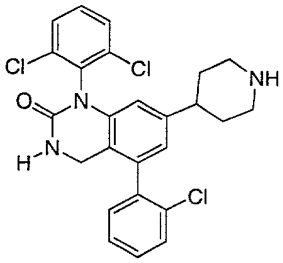
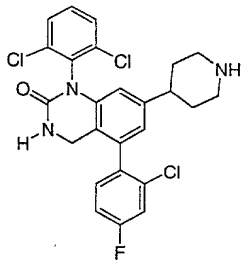
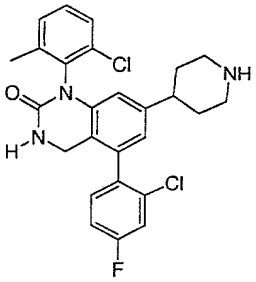
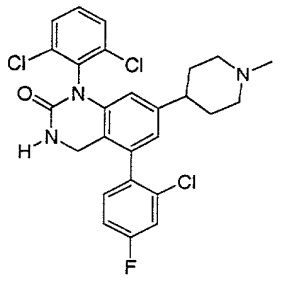
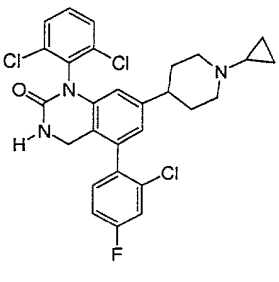
$G^2$ is N.

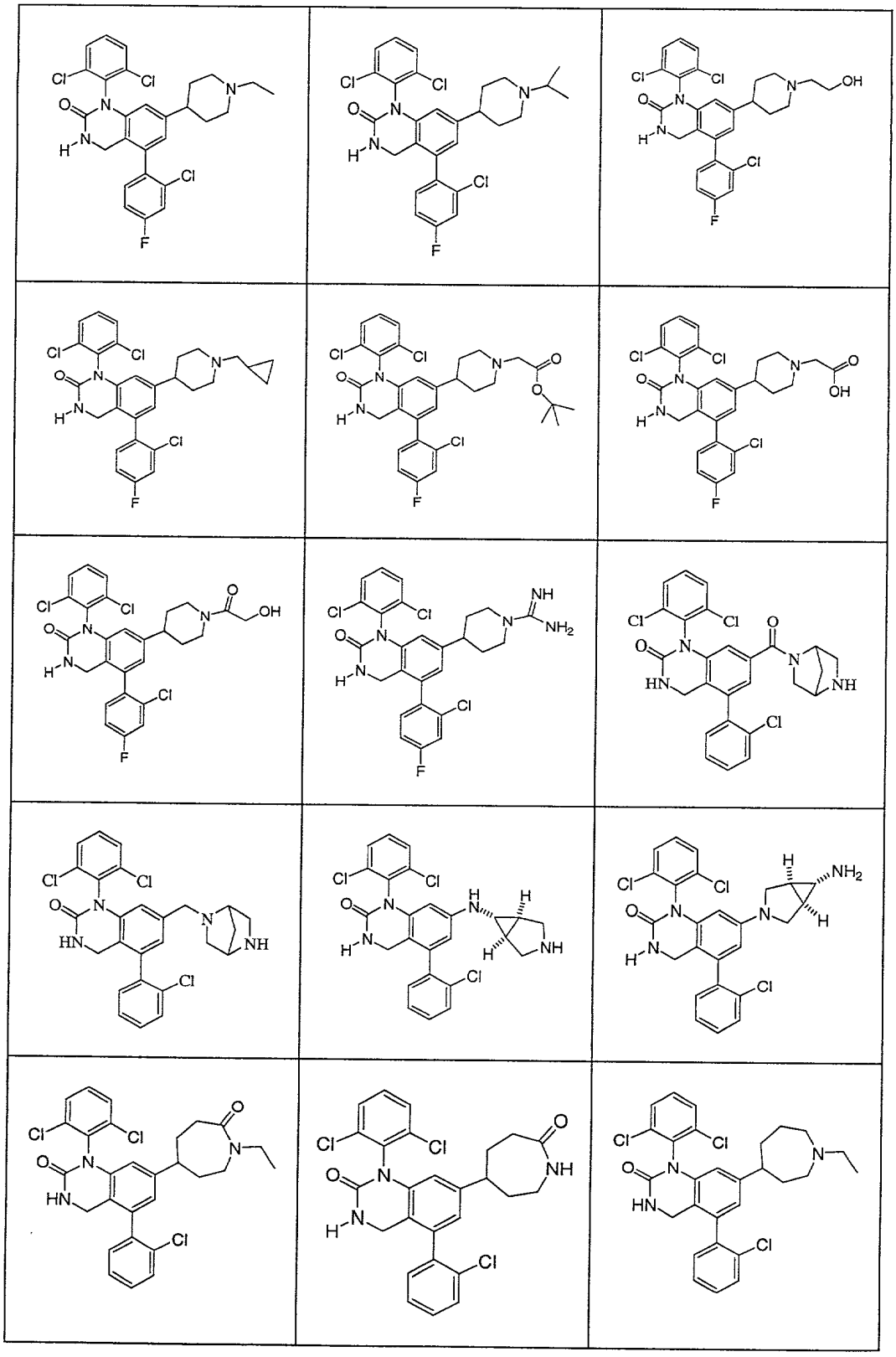
9. The compound according to claim 2, represented by

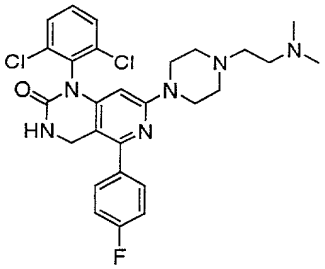
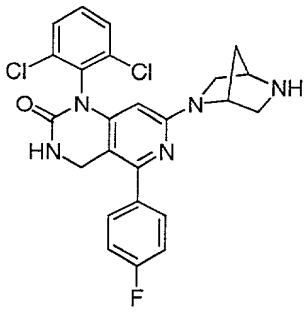






| | | |
|---|---|---|
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |



| | | |
|---|---|---|
|  |  | |

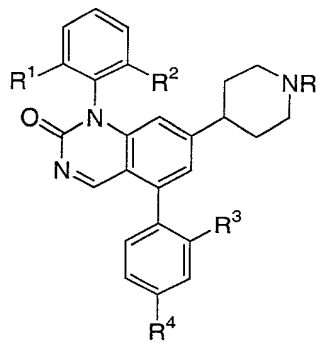
or a pharmaceutically acceptable salt thereof.

10. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is N;

D is CH.

11. The compound according to claim 10 described by the chemical formula (IIIA):



(IIIA)

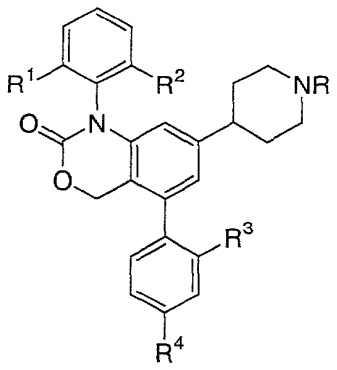
or a pharmaceutically acceptable salt thereof.

12. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is O;

D is $CH_2$.

13. The compound according to claim 12 described by the chemical formula (IVA):




(IVA)

or a pharmaceutically acceptable salt thereof.

14. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is $CH_2$;

D is $CH_2$.

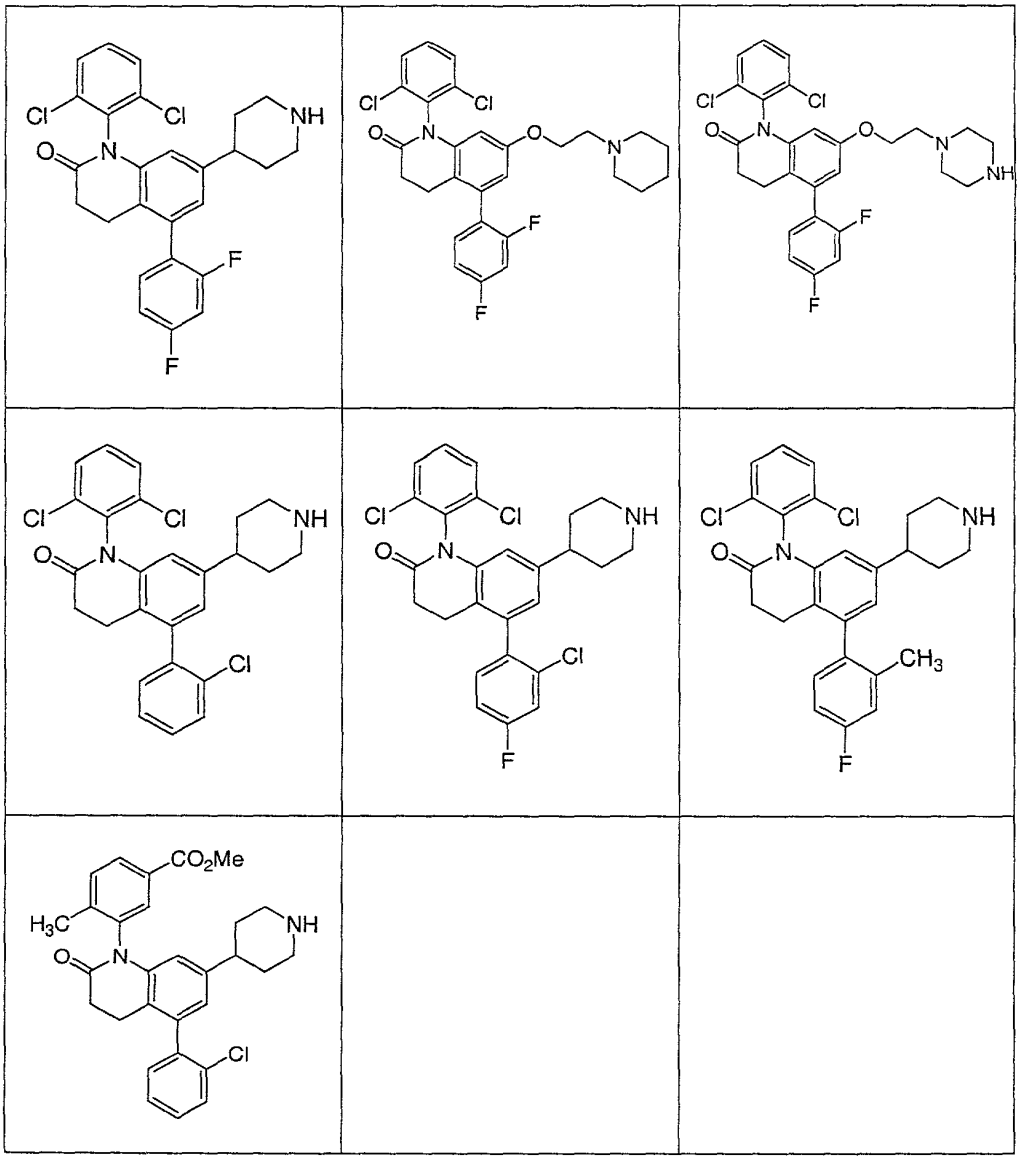
15. The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

16. The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

B is $C_{0-3}$alkyl-O-$C_{0-3}$alkyl.

17. The compound according to claim 14 represented by



or a pharmaceutically acceptable salt thereof.

18. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH;

D is CH.

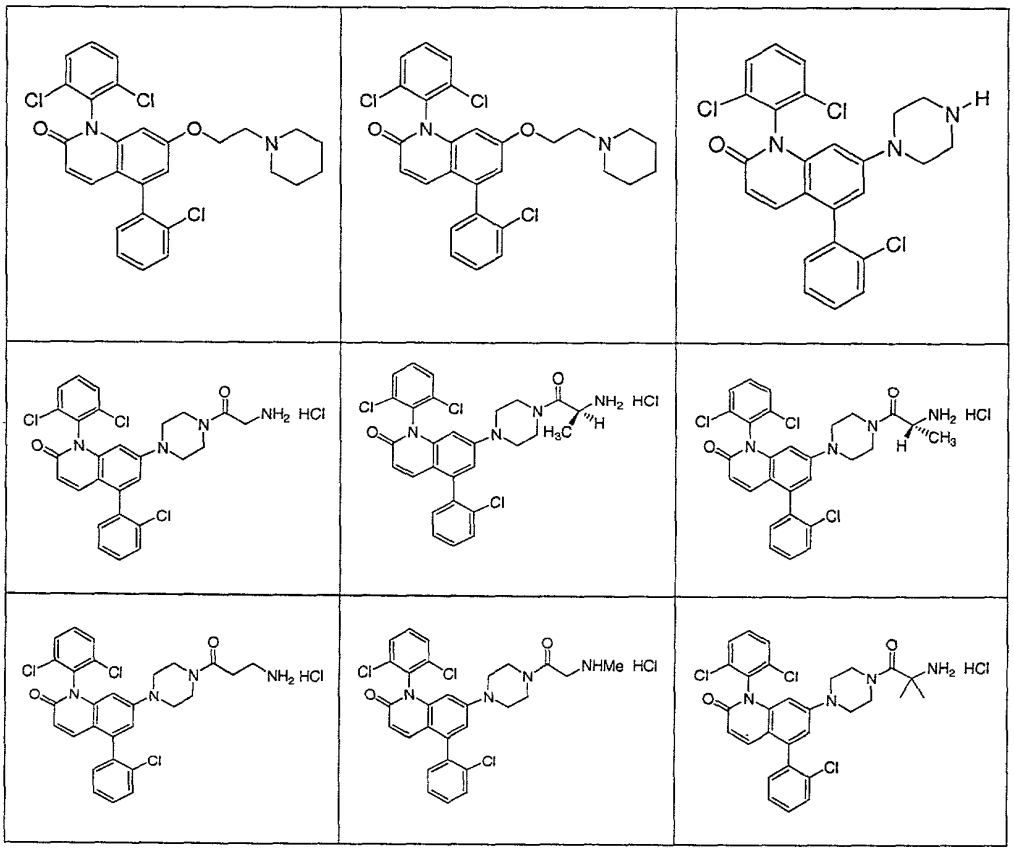
19. The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

20. The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

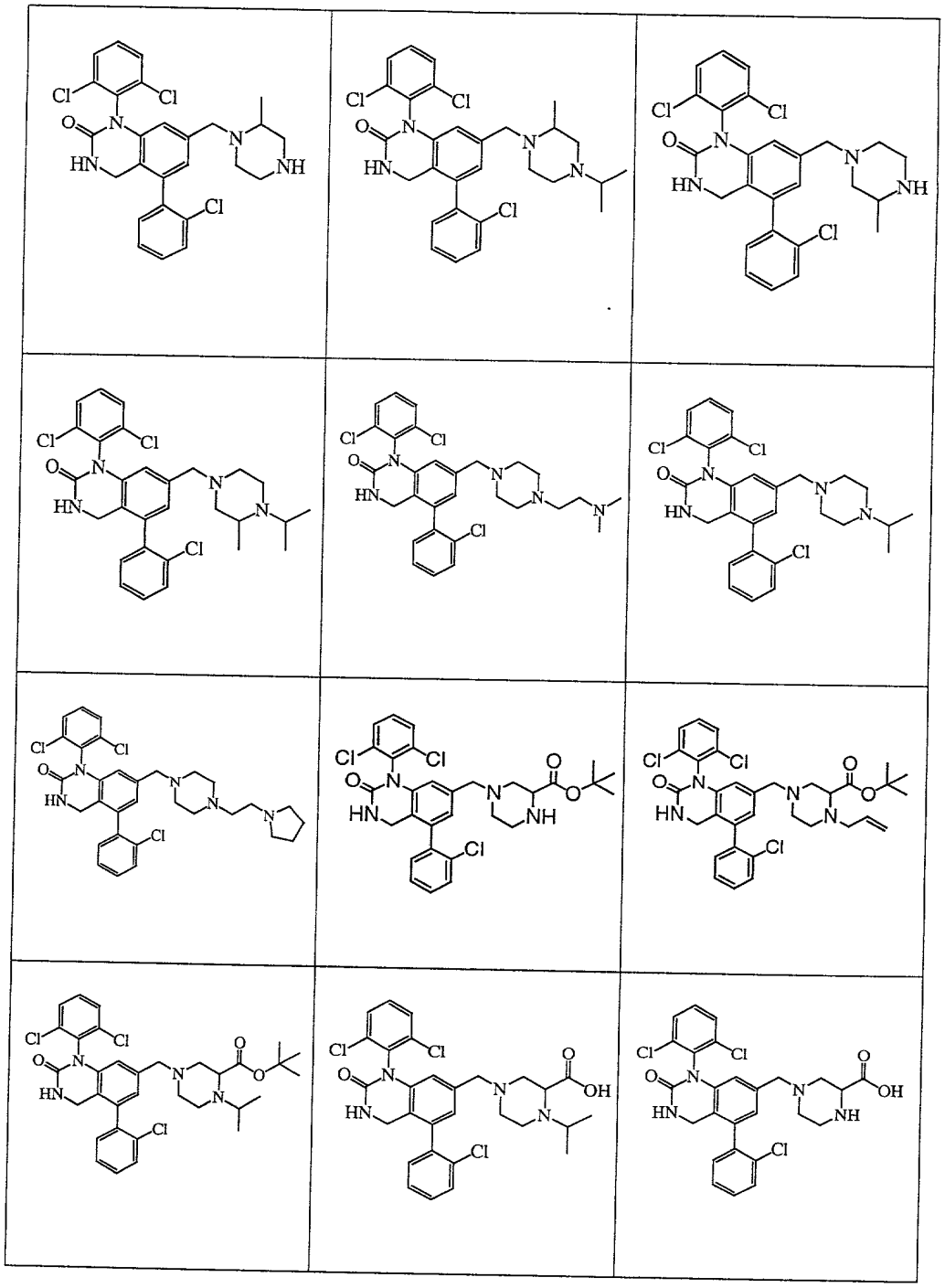
B is $C_{0-3}$alkyl-O-$C_{0-3}$alkyl.

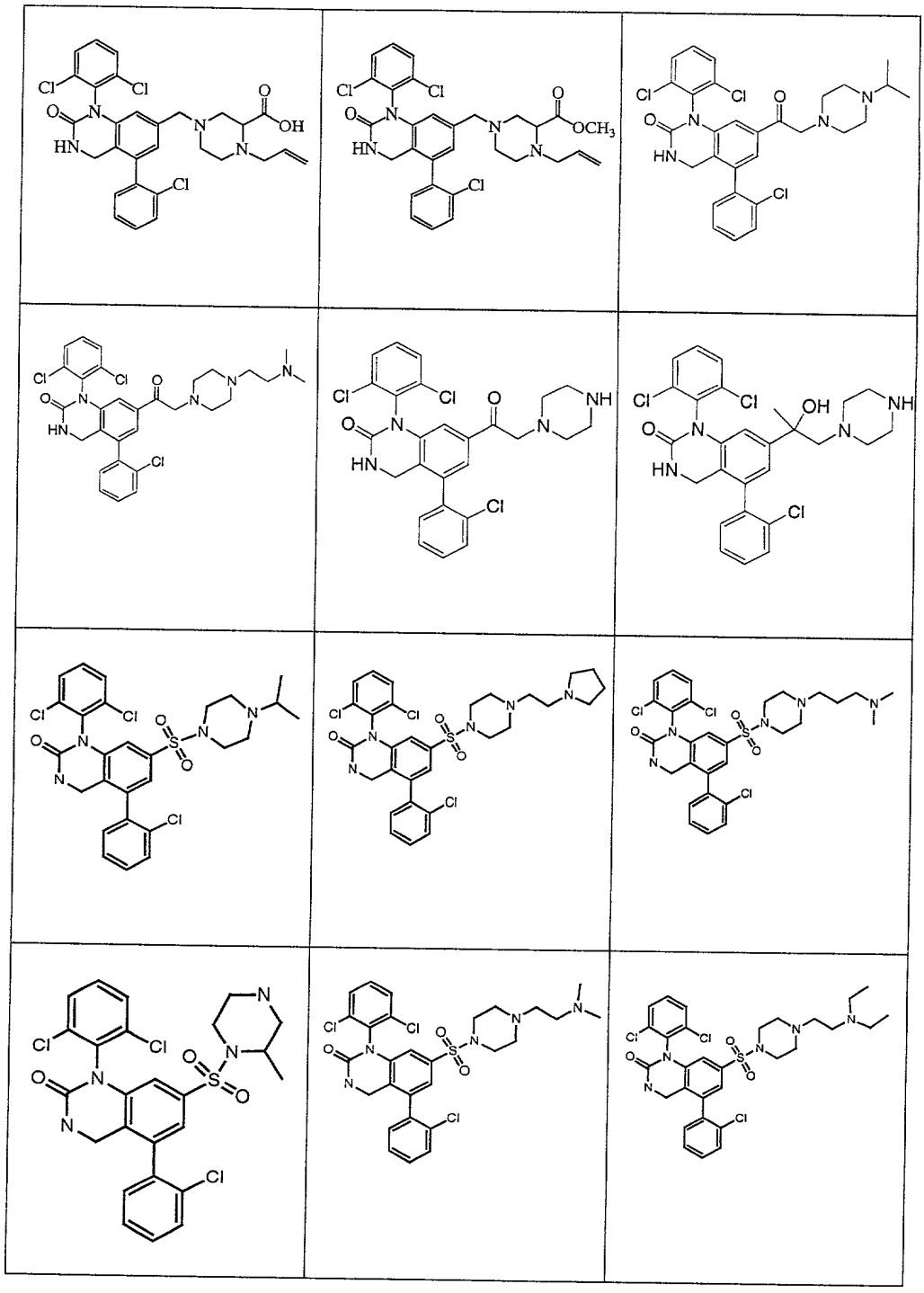
21. The compound according to claim 18 comprising

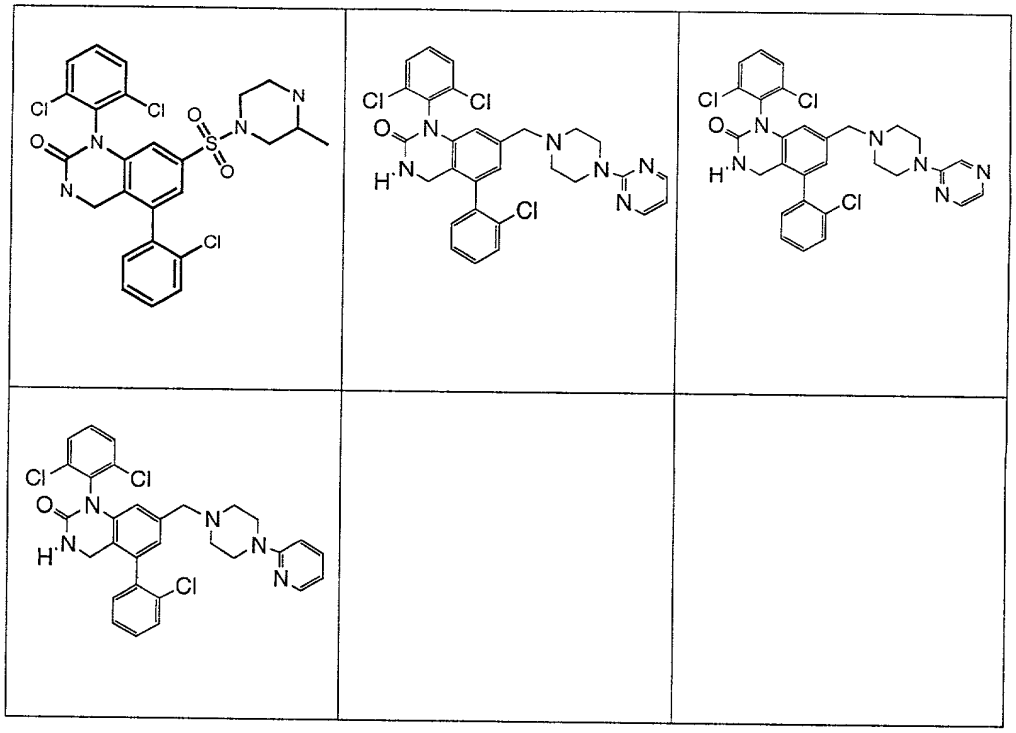



or a pharmaceutically acceptable salt thereof.

22. The compound according to claim 2 represented by

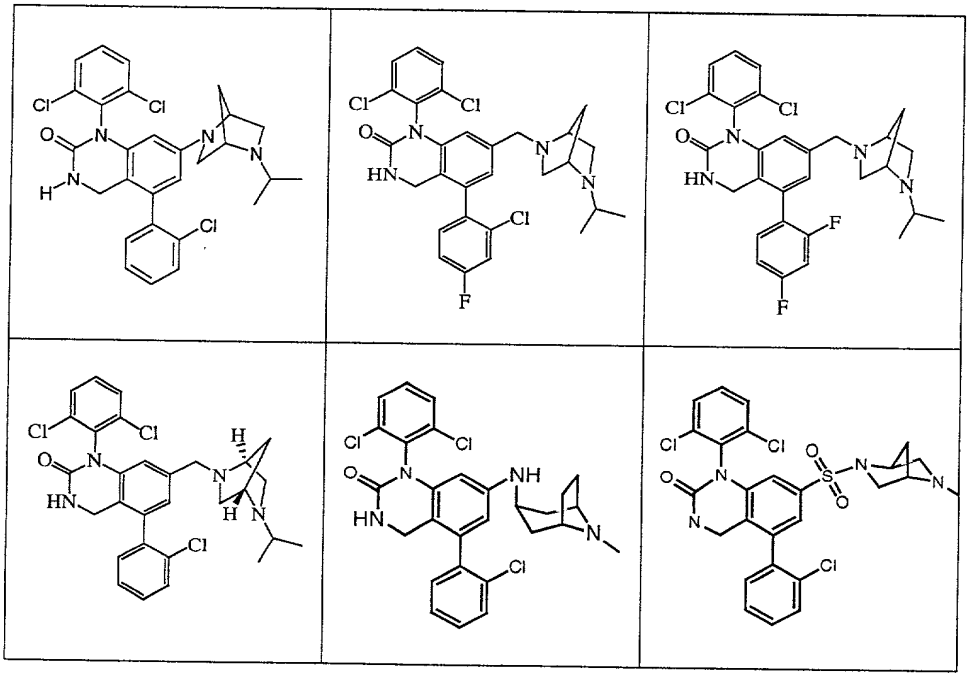


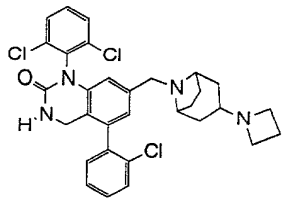
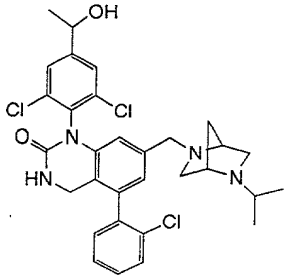
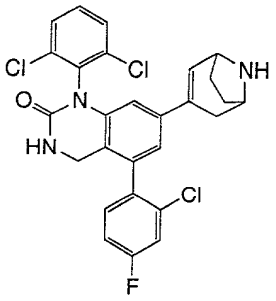
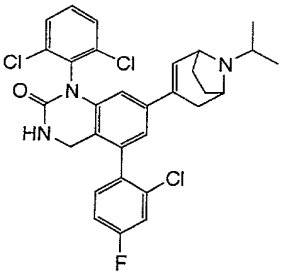
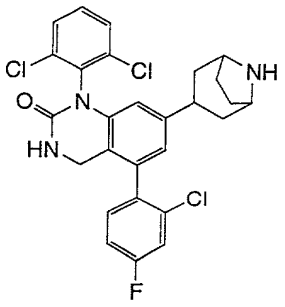
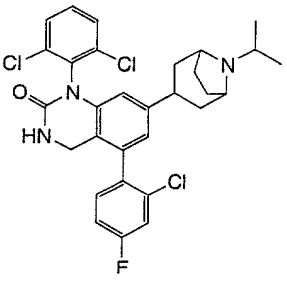
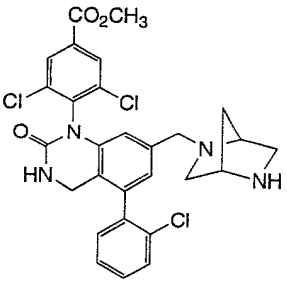
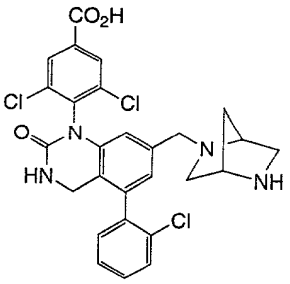
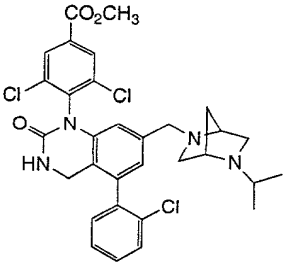
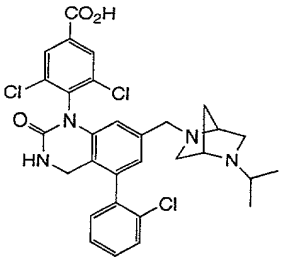
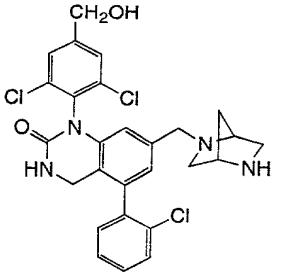
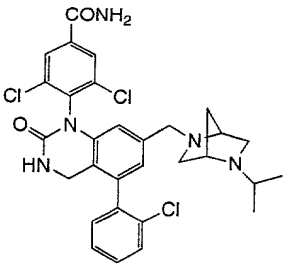


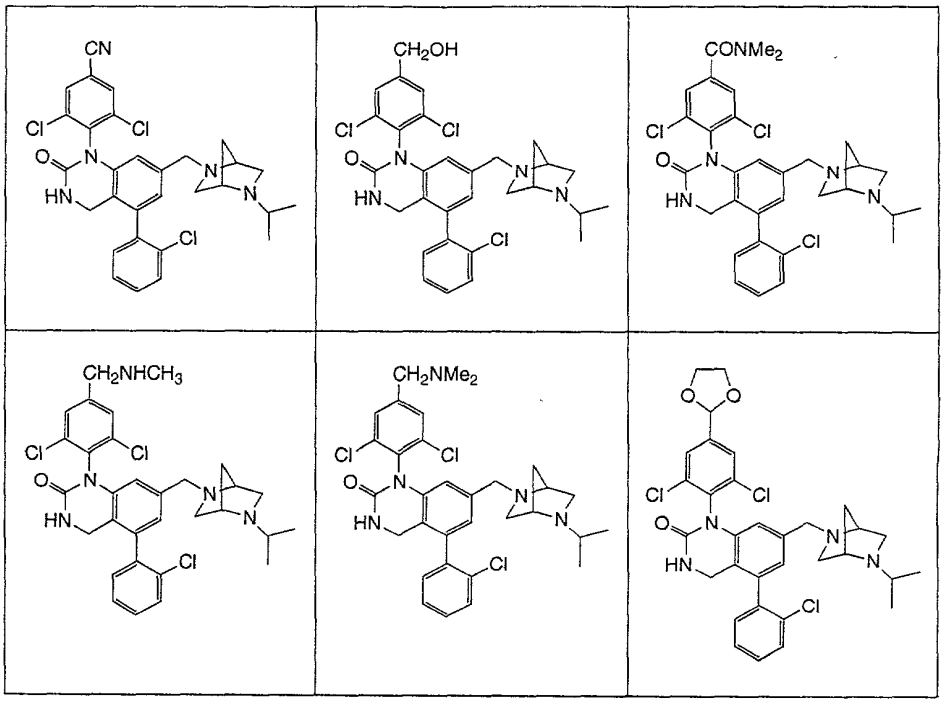


or a pharmaceutically acceptable salt thereof.

23. The compound according to claim 2 represented by

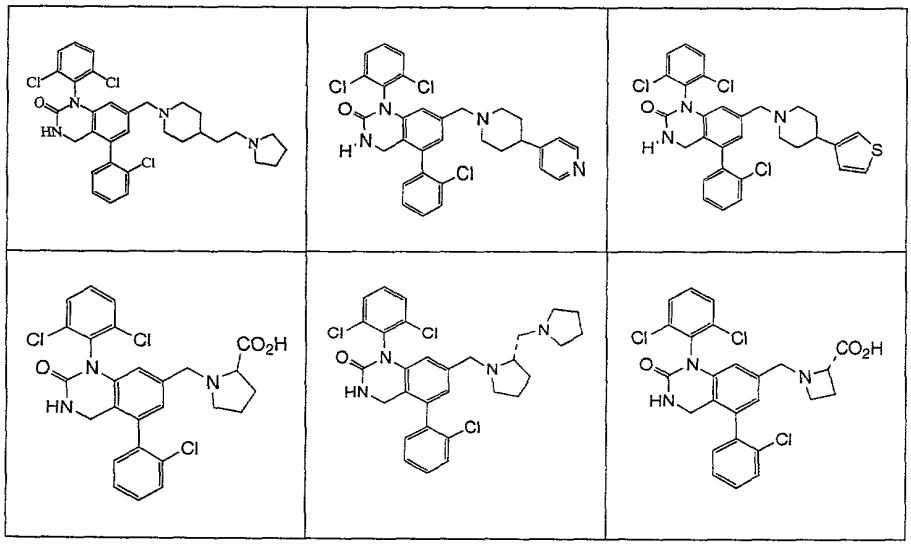


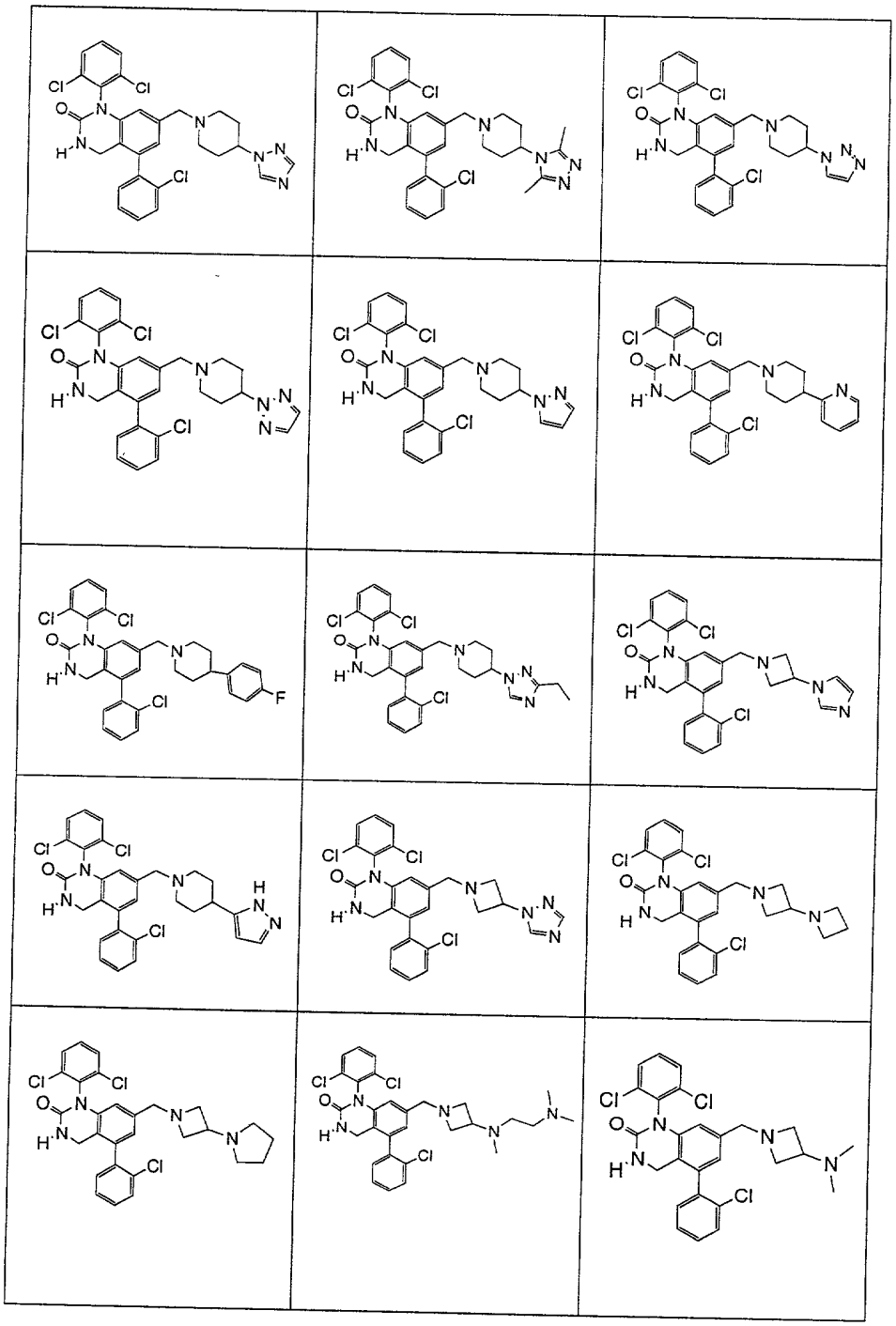
| | | |
|---|---|---|
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

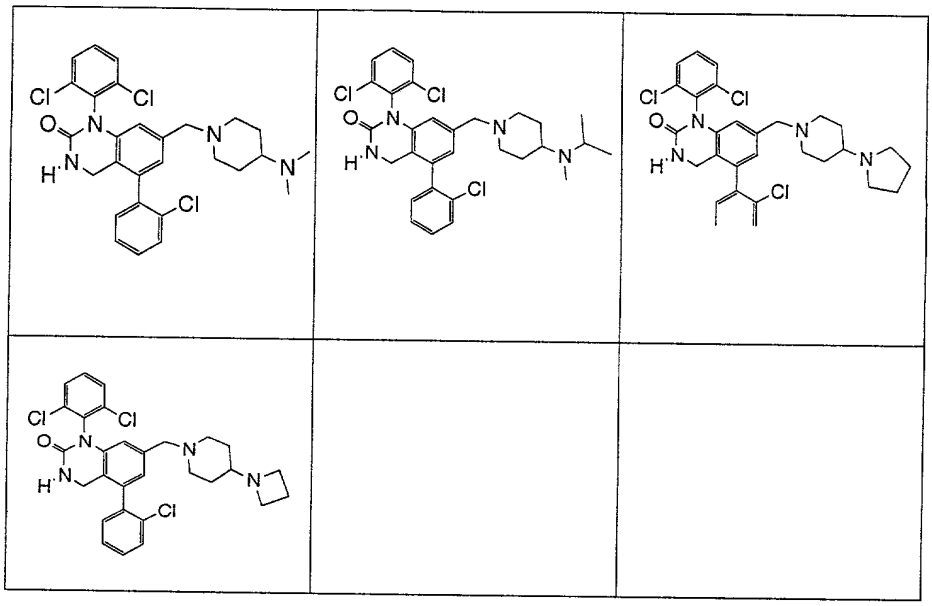


or a pharmaceutically acceptable salt thereof.

24. The compound according to Claim 2 represented by

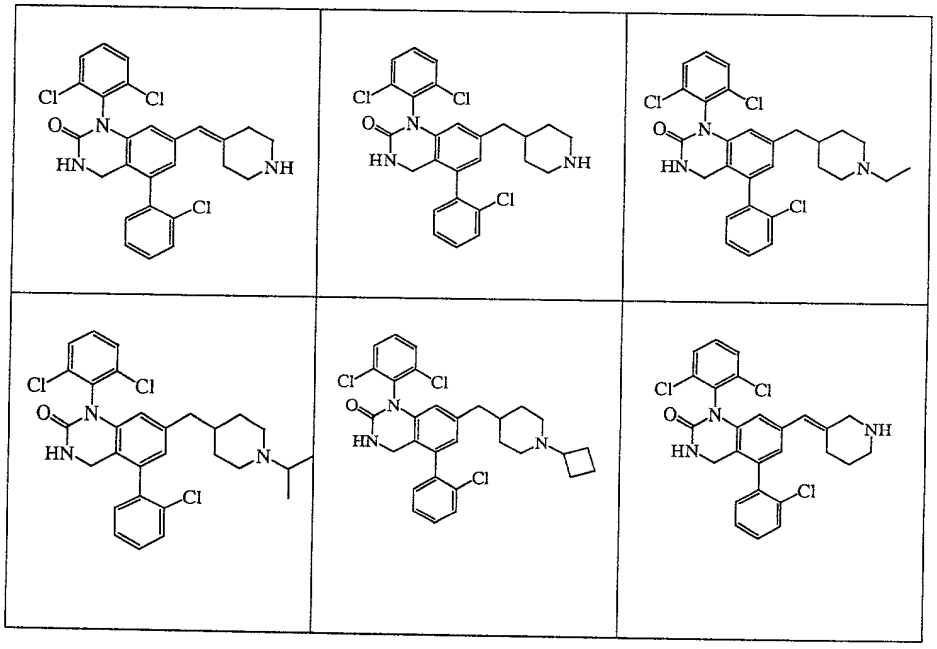


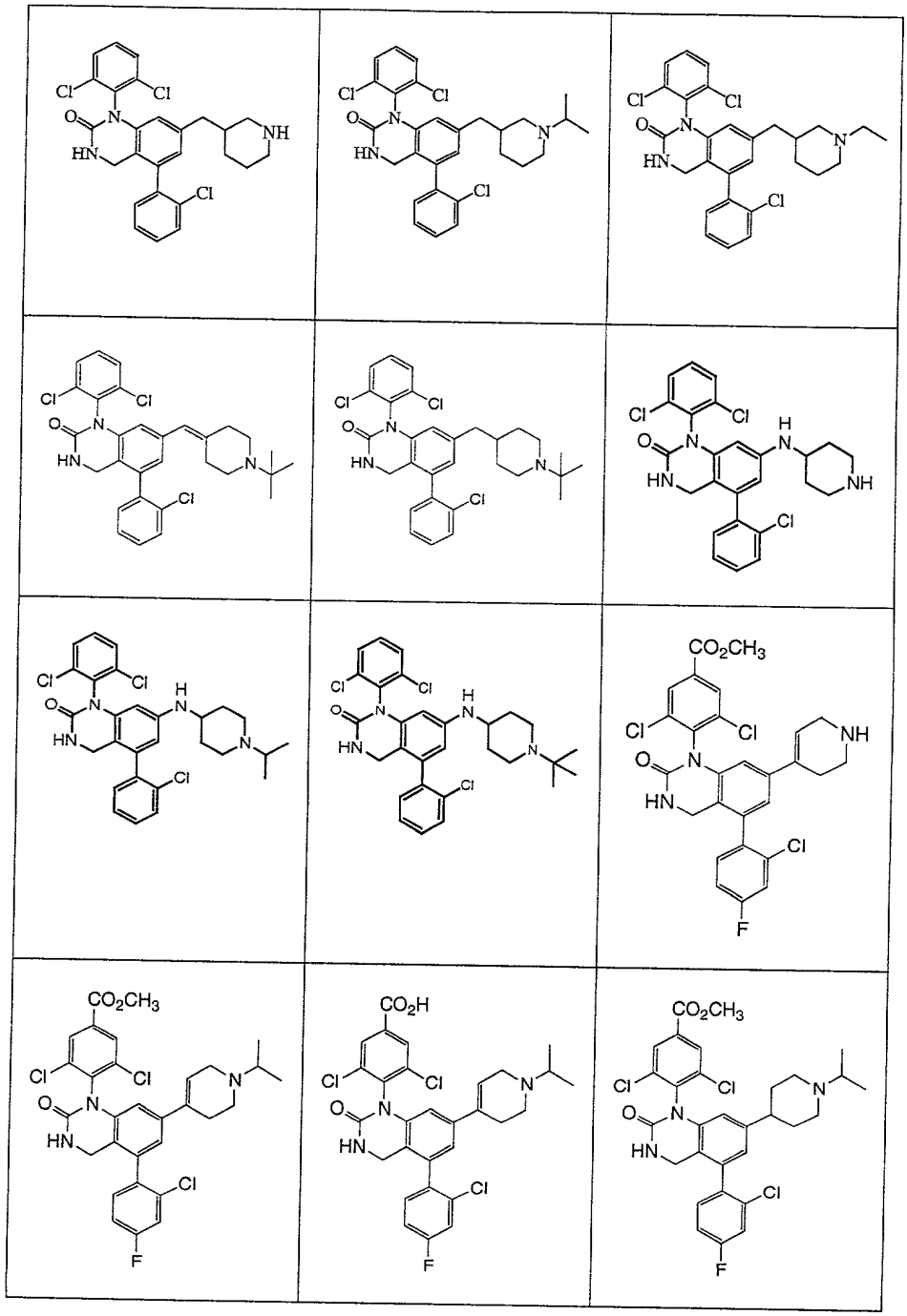


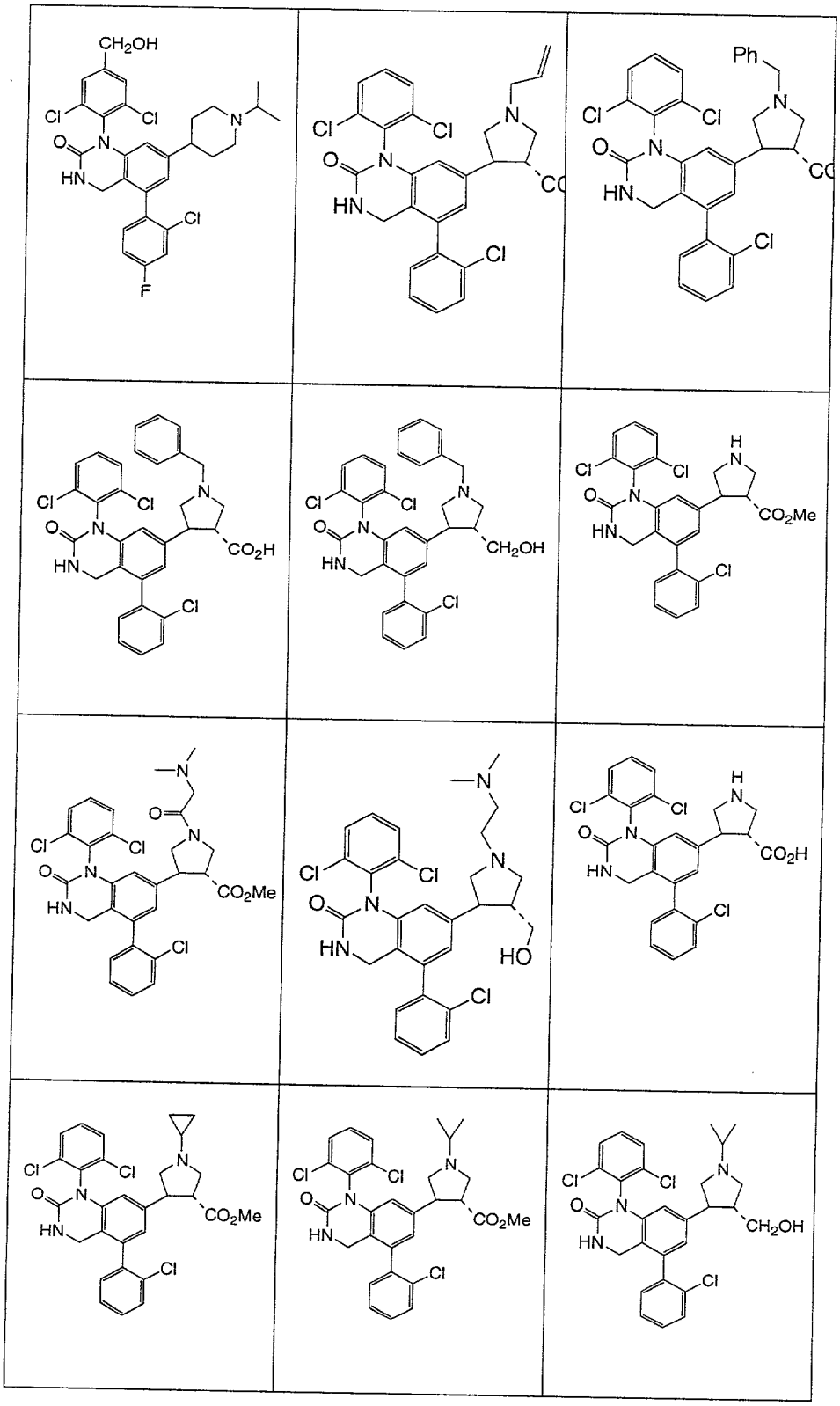


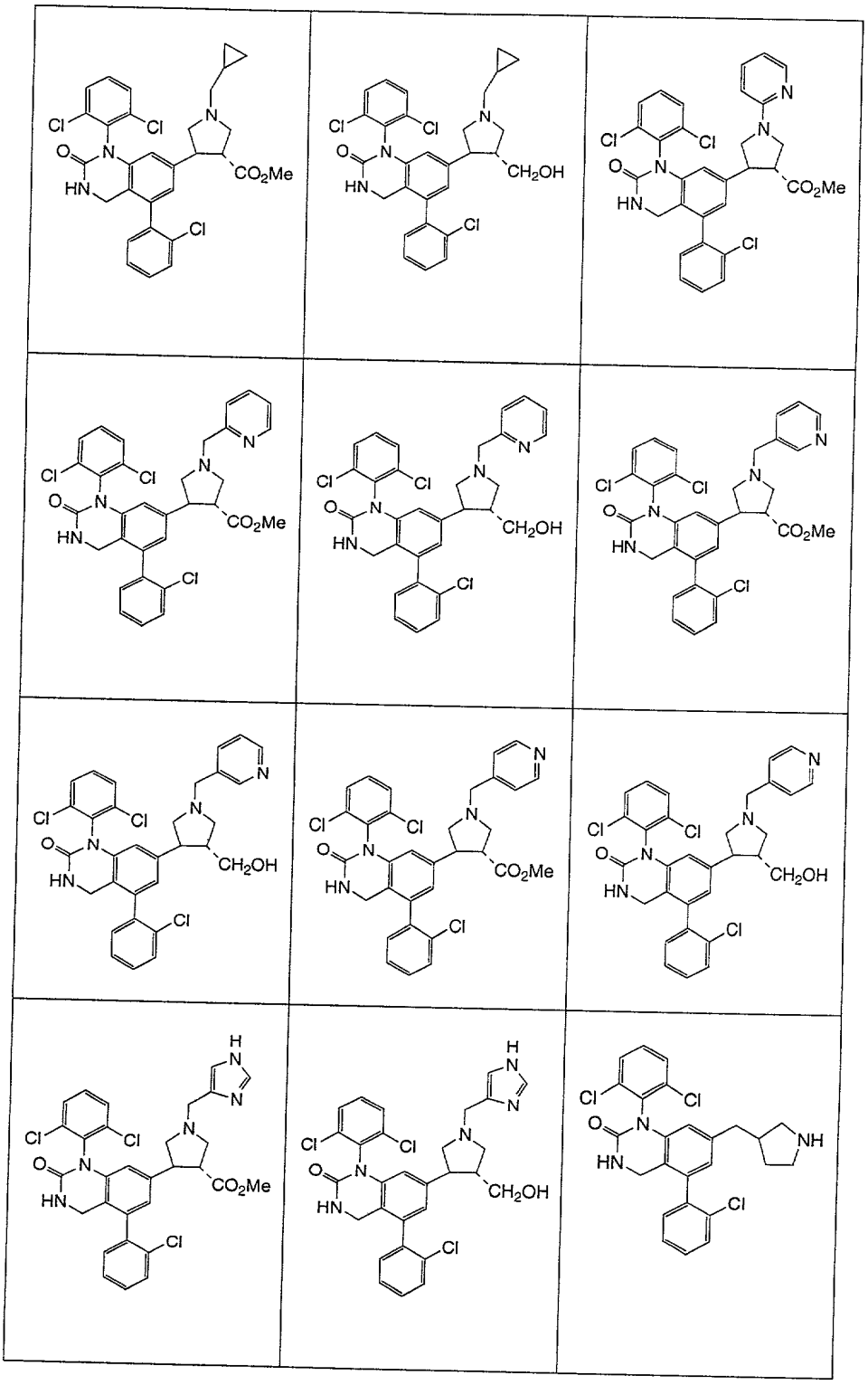
or a pharmaceutically acceptable salt thereof.

25. The compound according to Claim 2 represented by



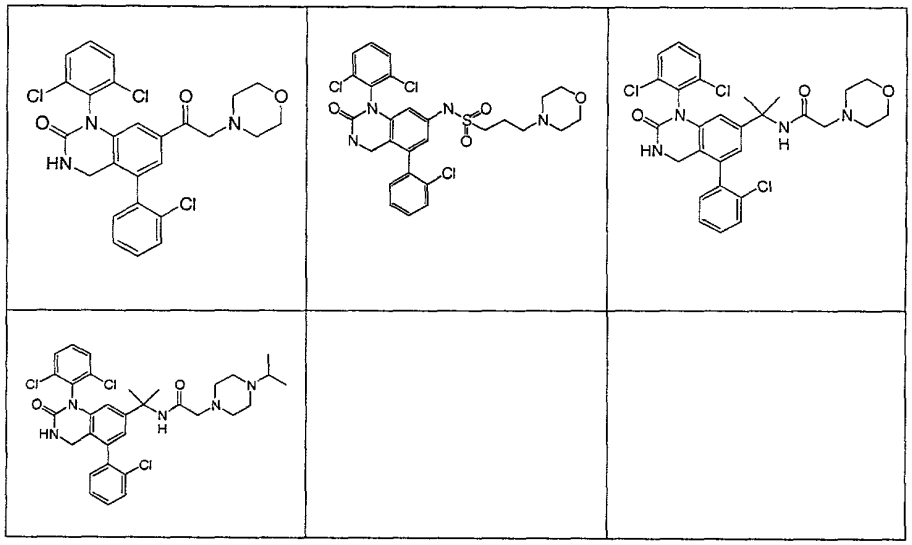






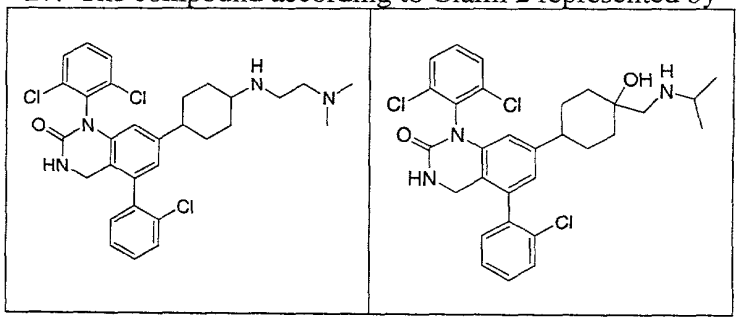
or a pharmaceutically acceptable salt thereof.

26. The compound according to Claim 2 represented by



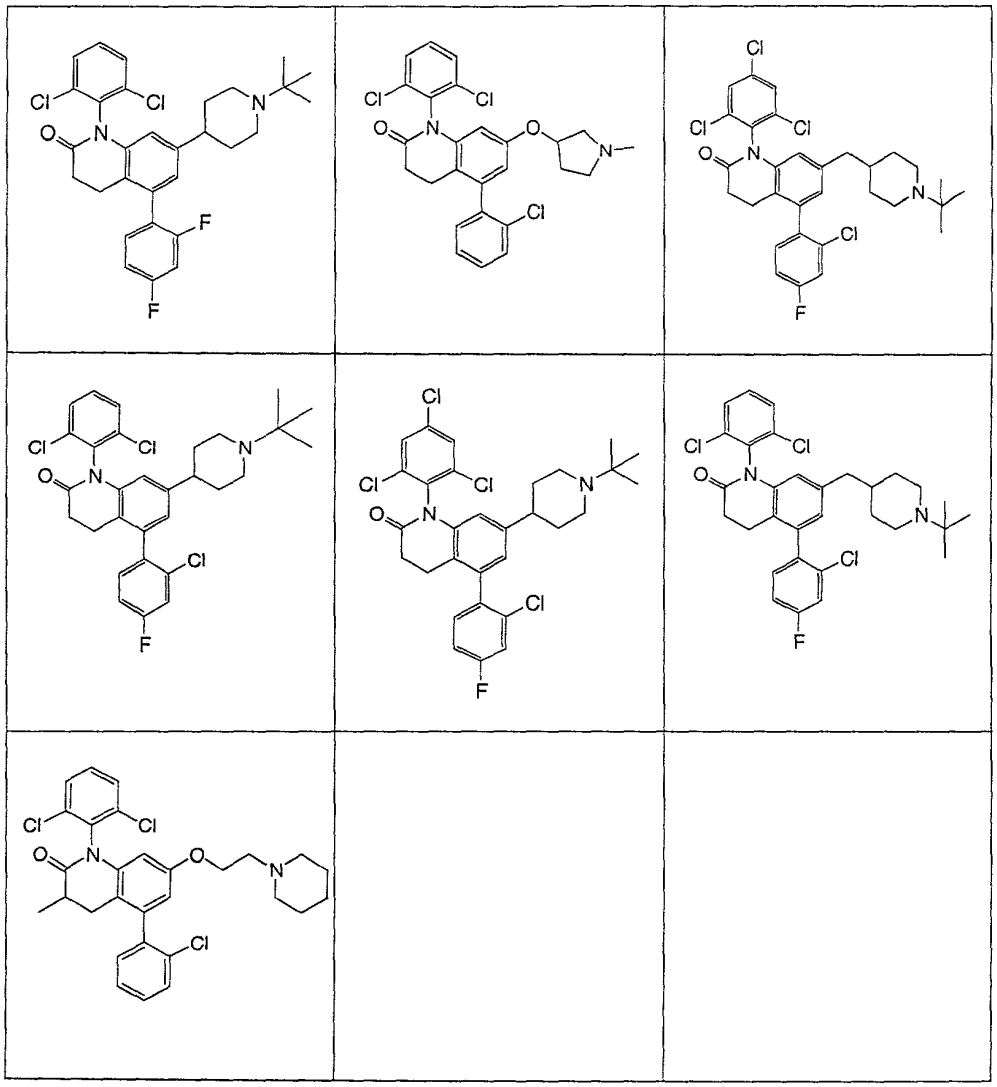
or a pharmaceutically acceptable salt thereof.

27. The compound according to Claim 2 represented by



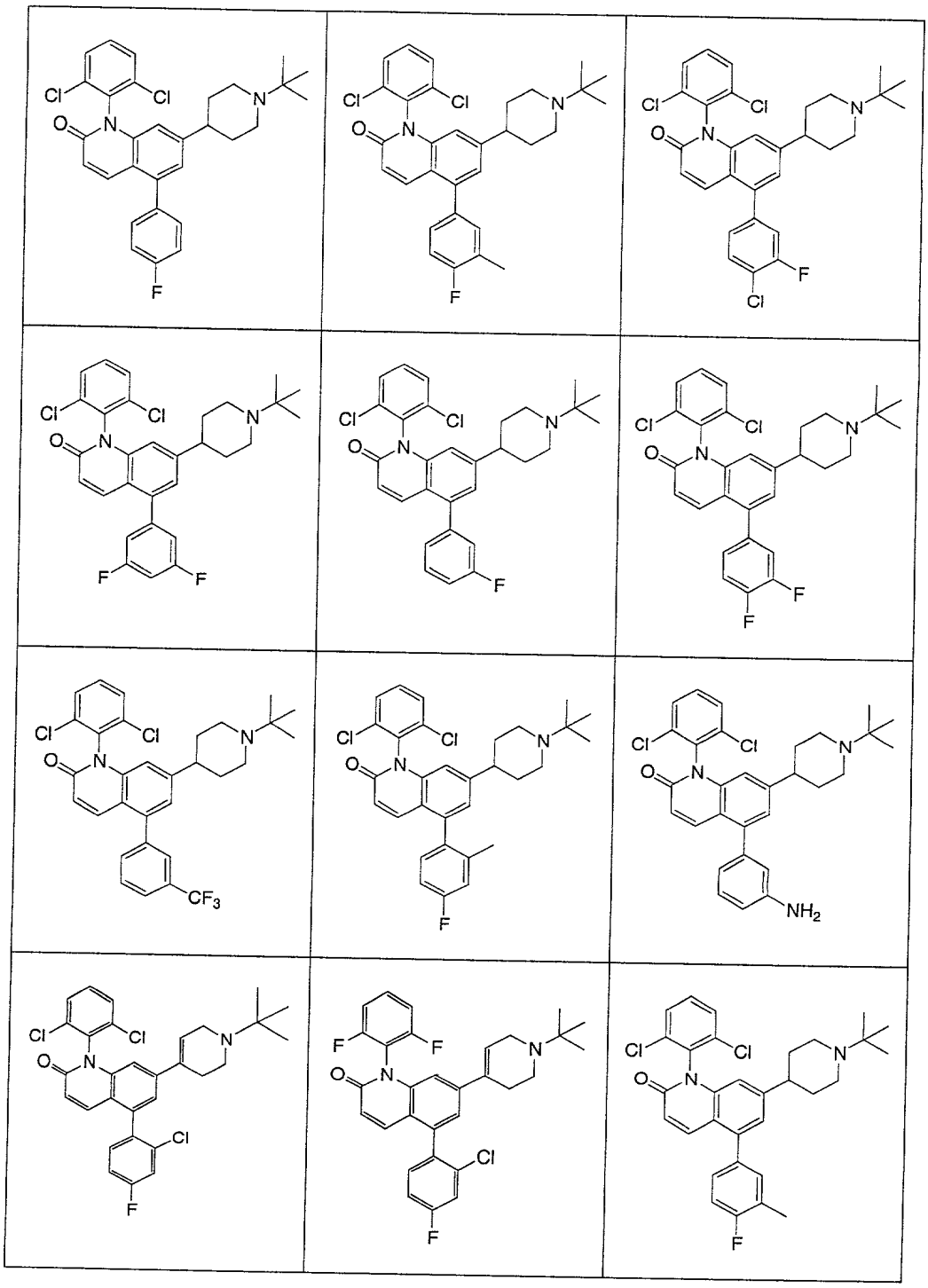
or a pharmaceutically acceptable salt therof.

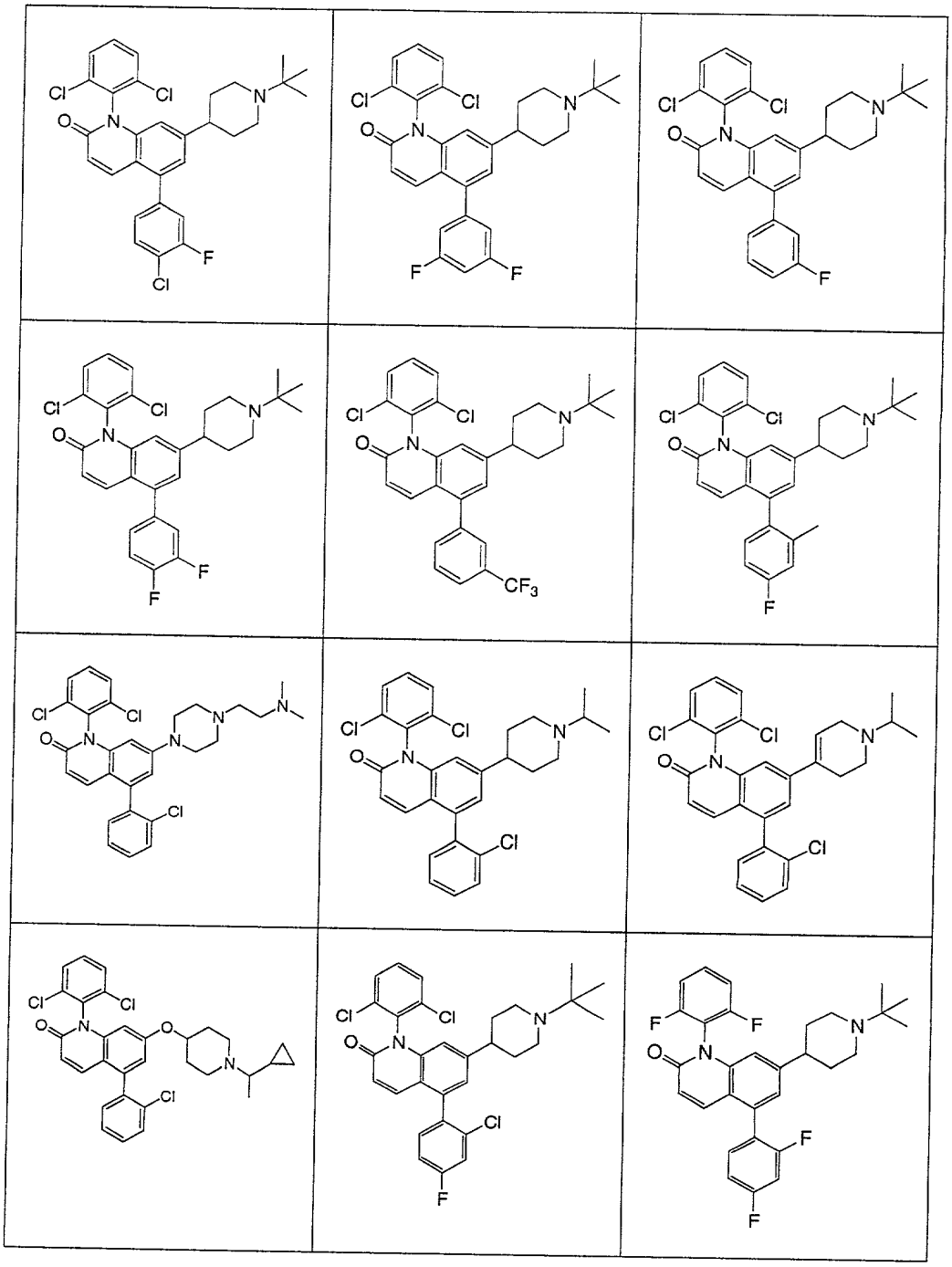
28. The compound according to Claim 14 represented by

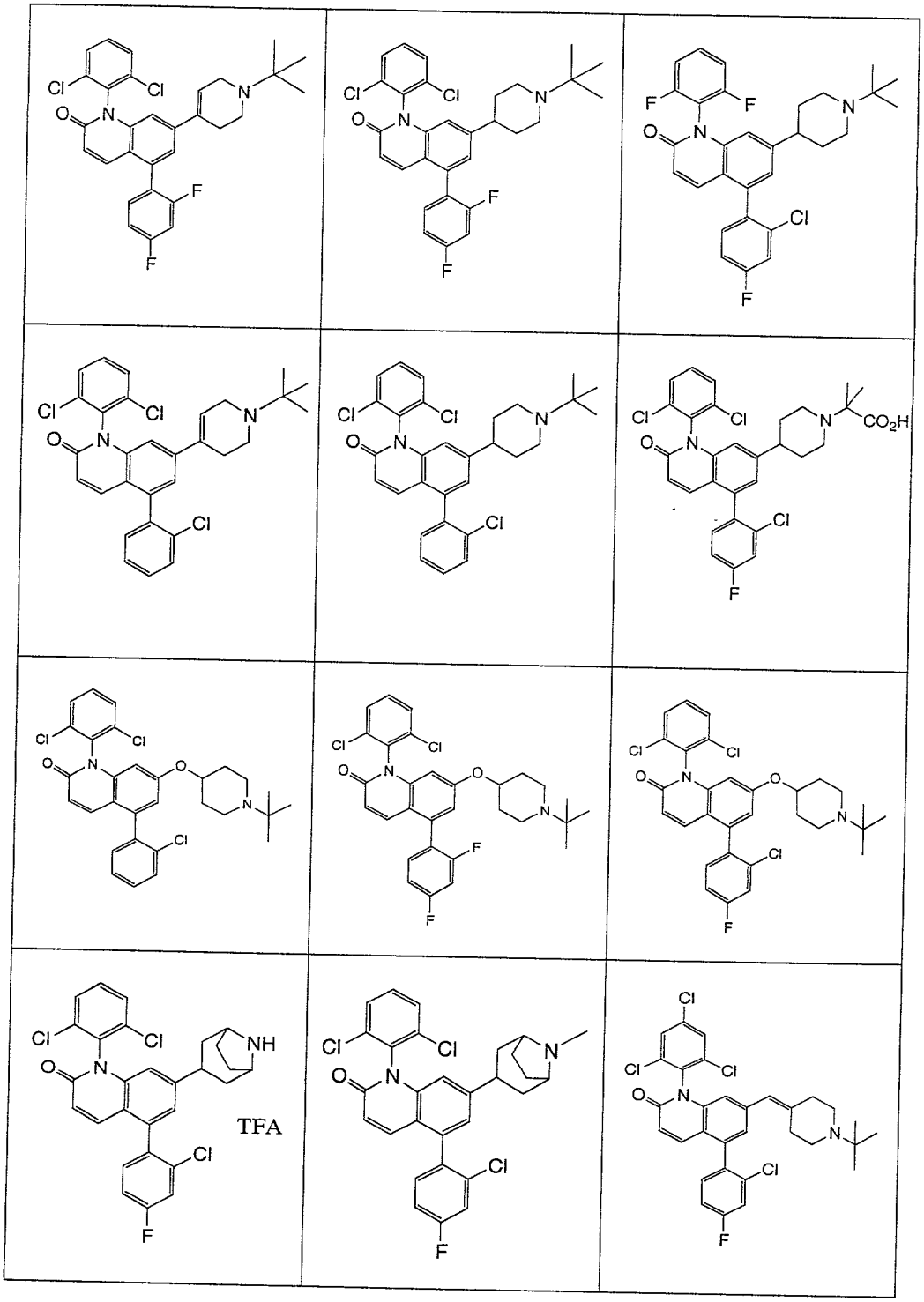


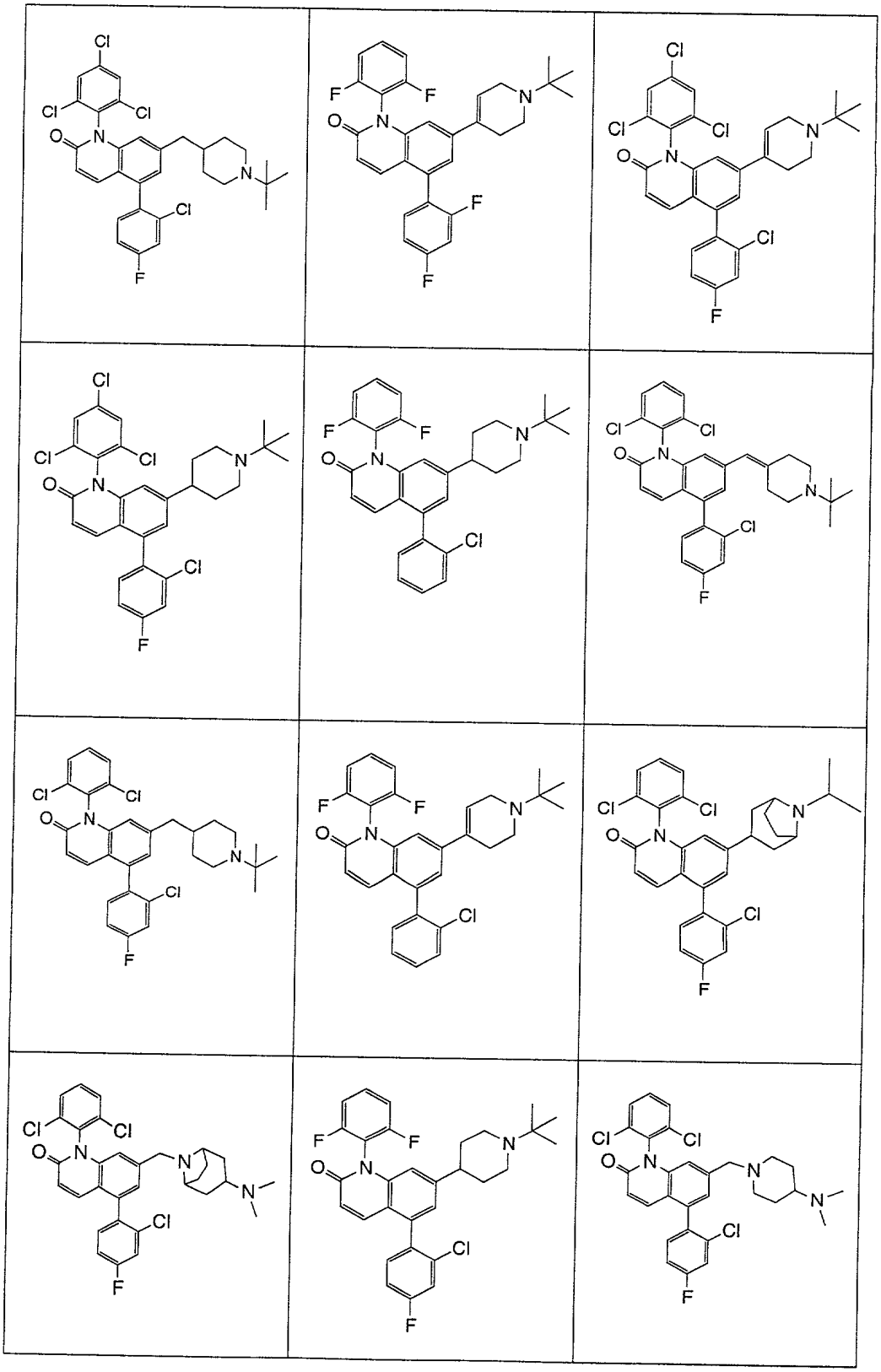
or a pharmaceutically acceptable salt thereof.

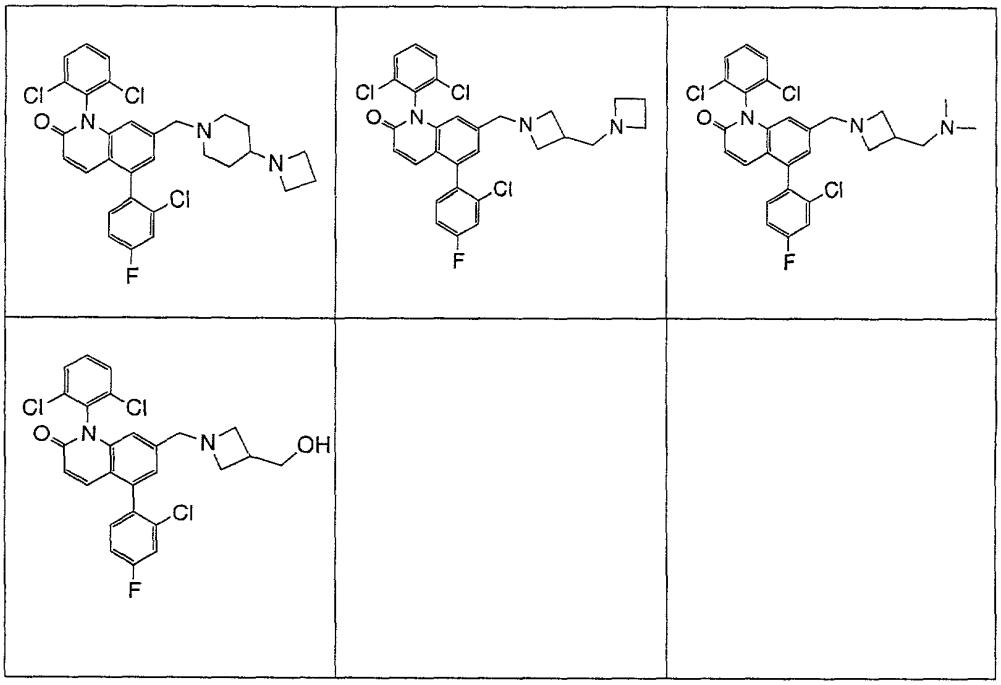
29. The compound according to Claim 18 represented by






TFA

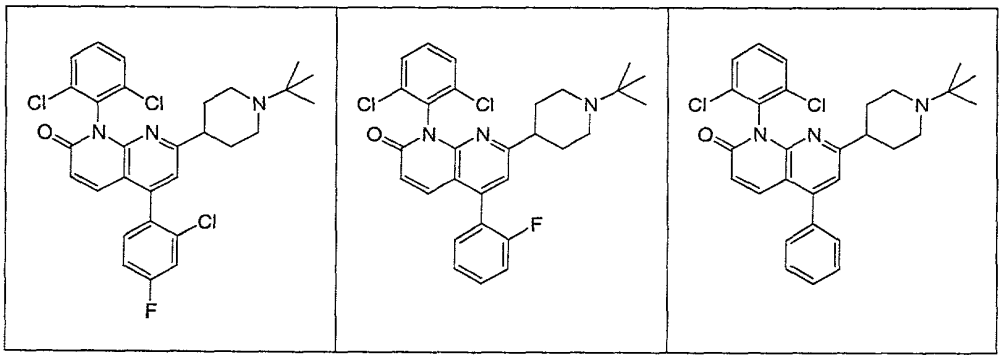


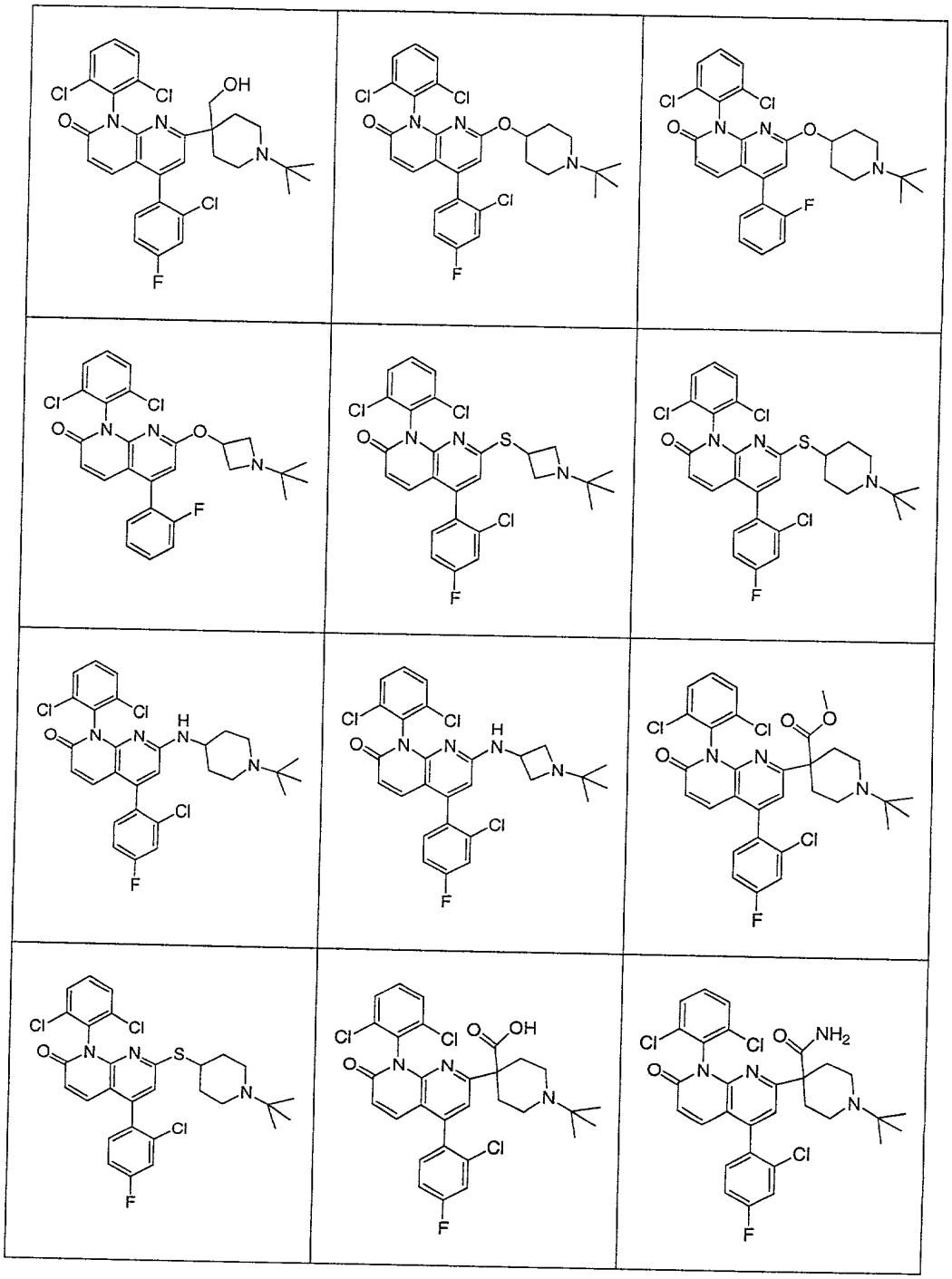


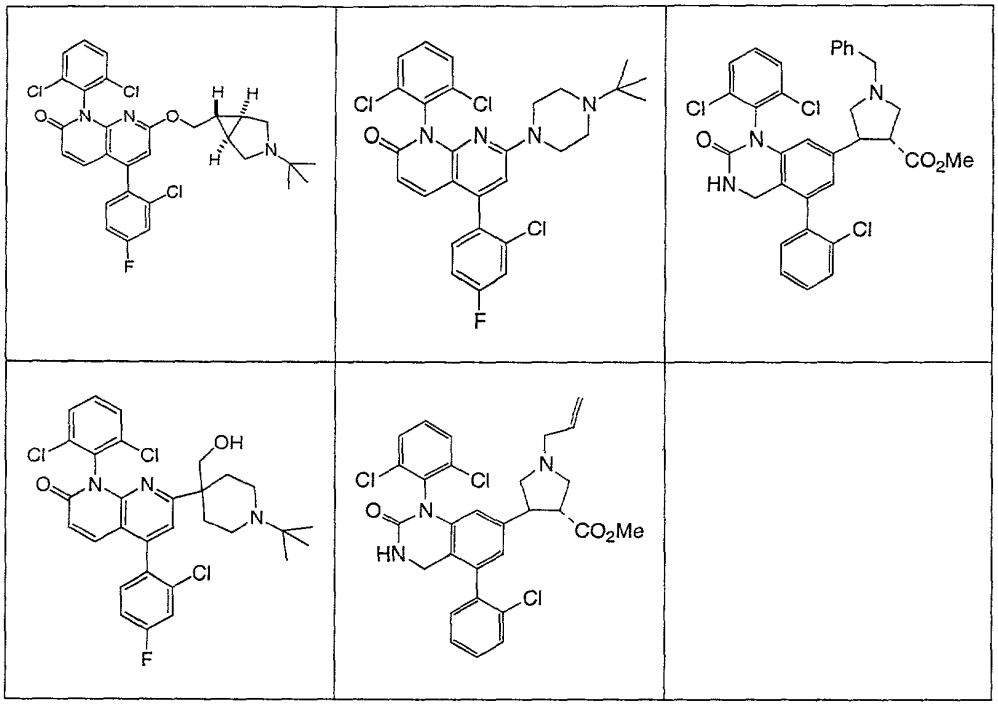
or a pharmaceutically acceptable salt thereof.

30. The compound according to Claim 1, wherein
A is CH;
D is CH; and
$G^1$ is N.

31. The compound according to Claim 30 represented by



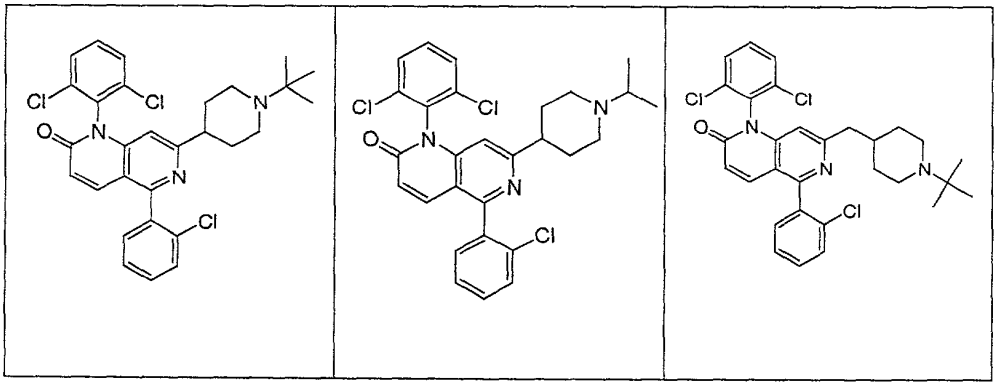


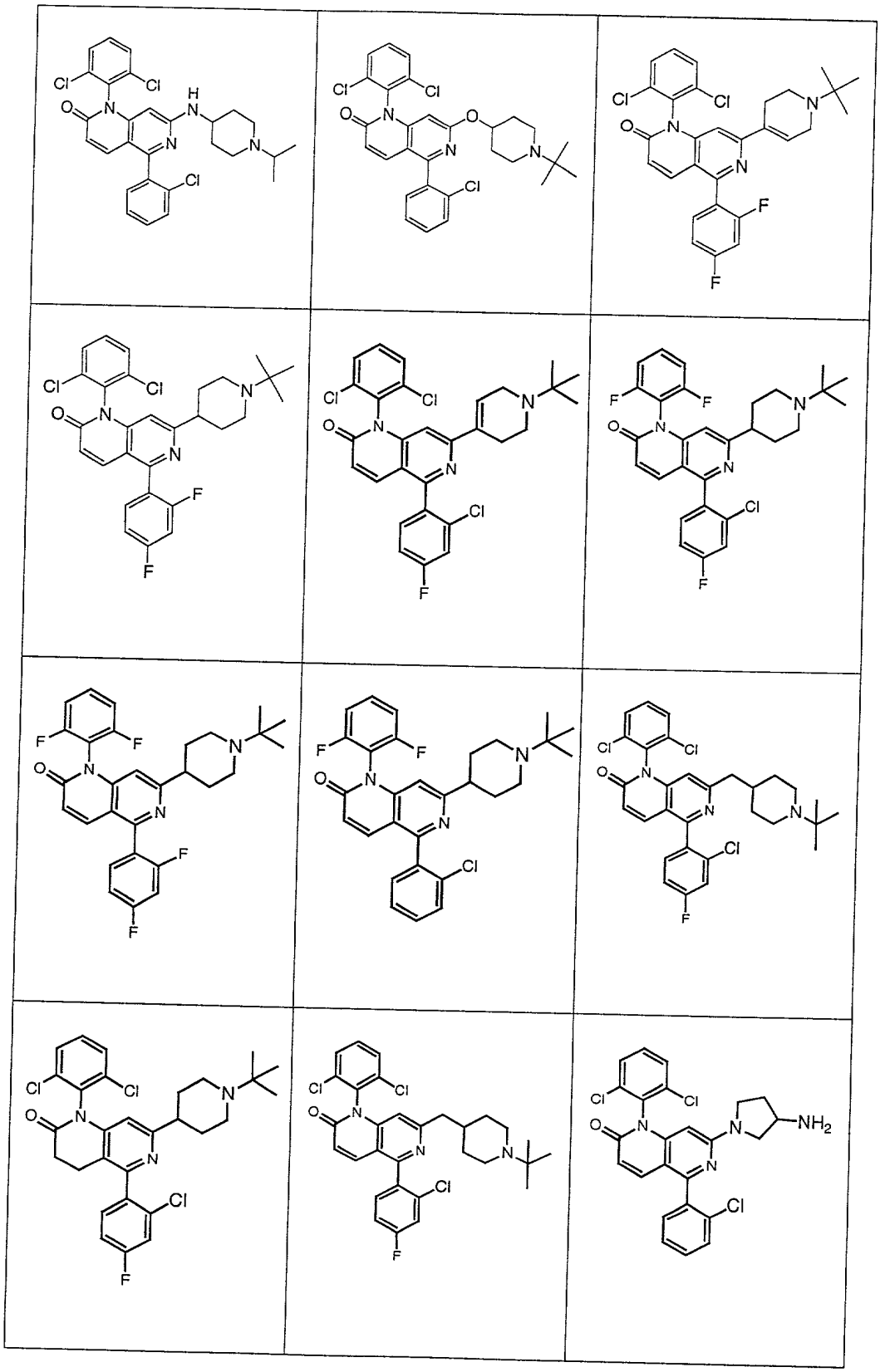


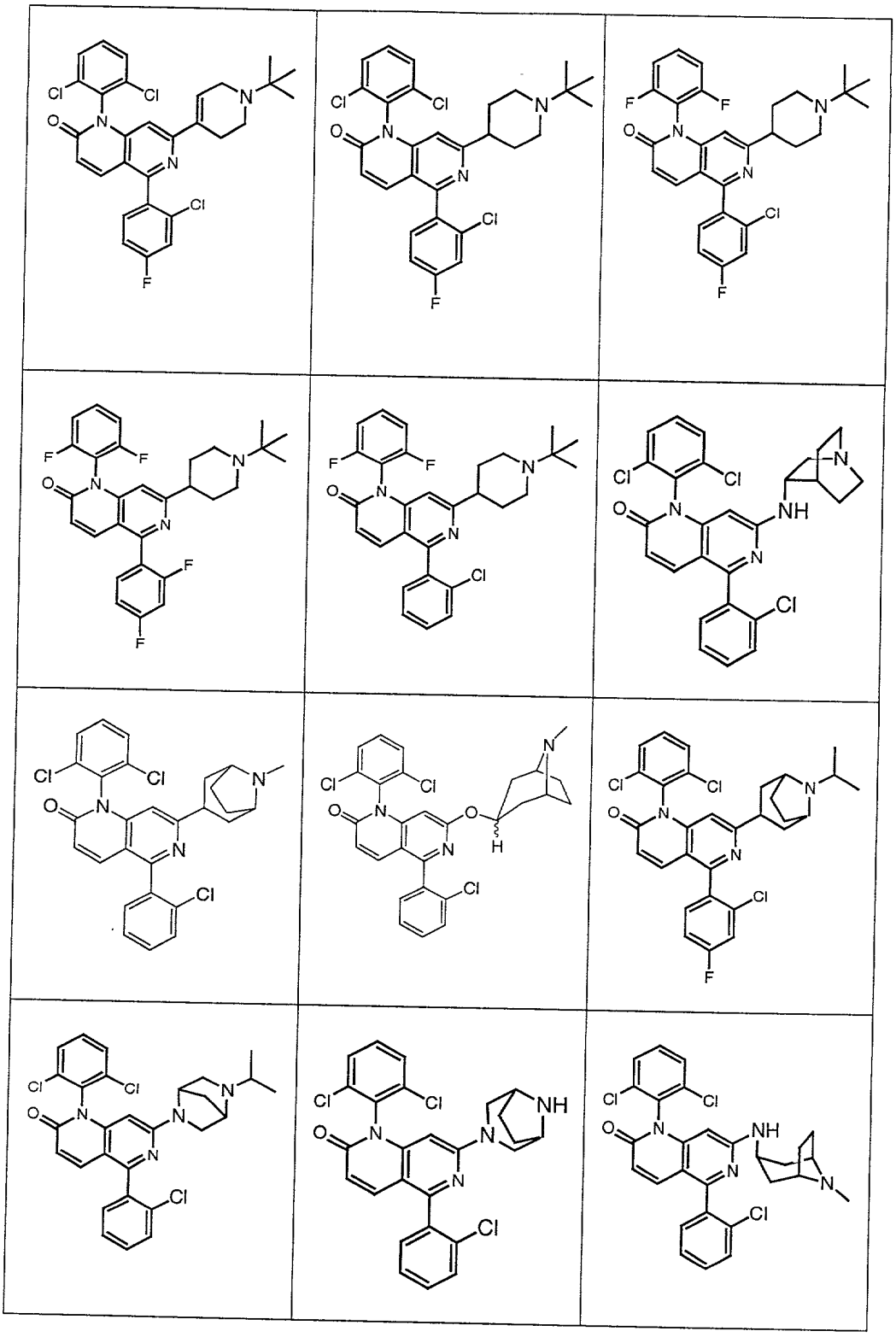
or a pharmaceutically acceptable salt thereof.

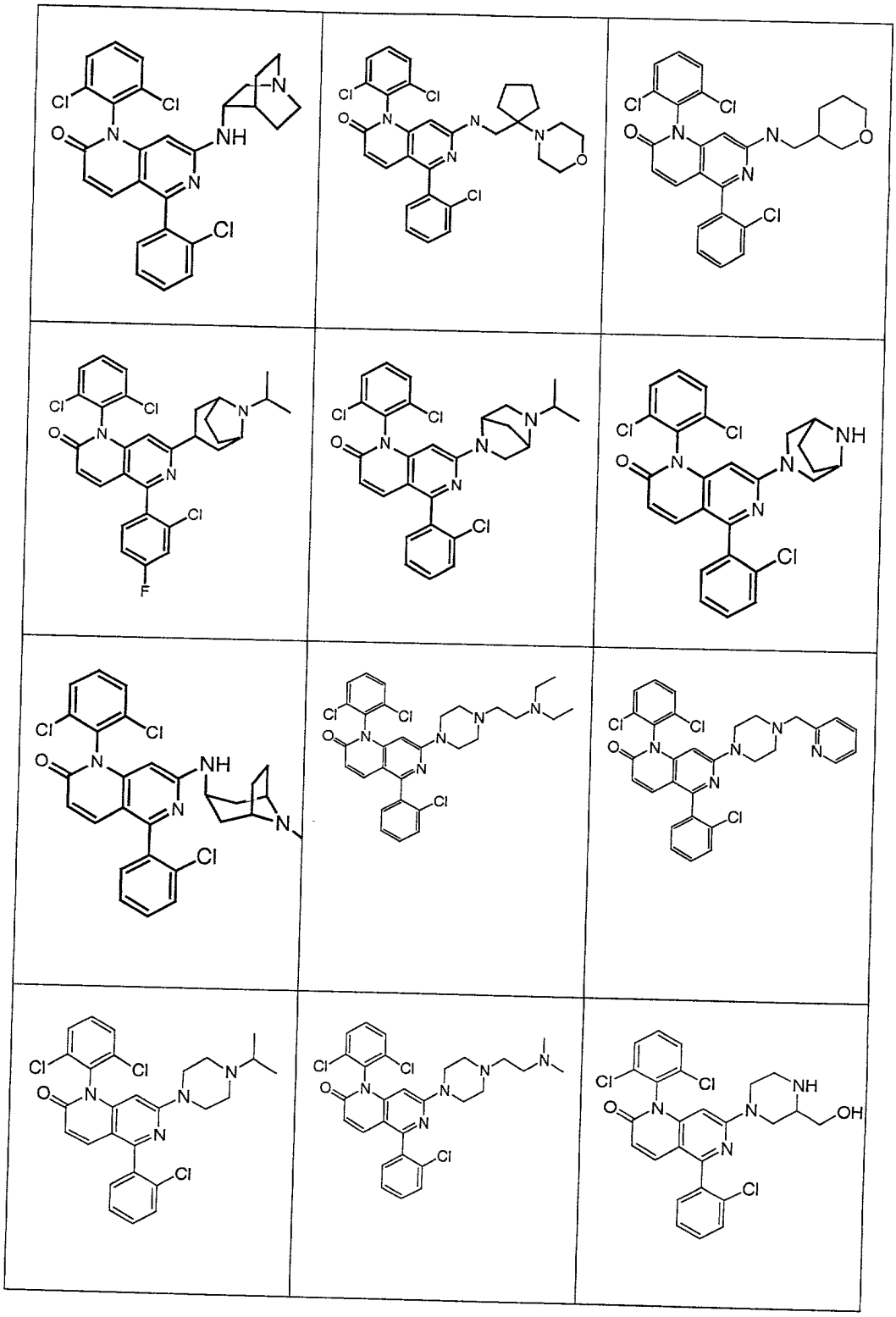
32. The compound according to Claim 1 wherein
A is CH;
D is CH; and
$G^2$ is N.

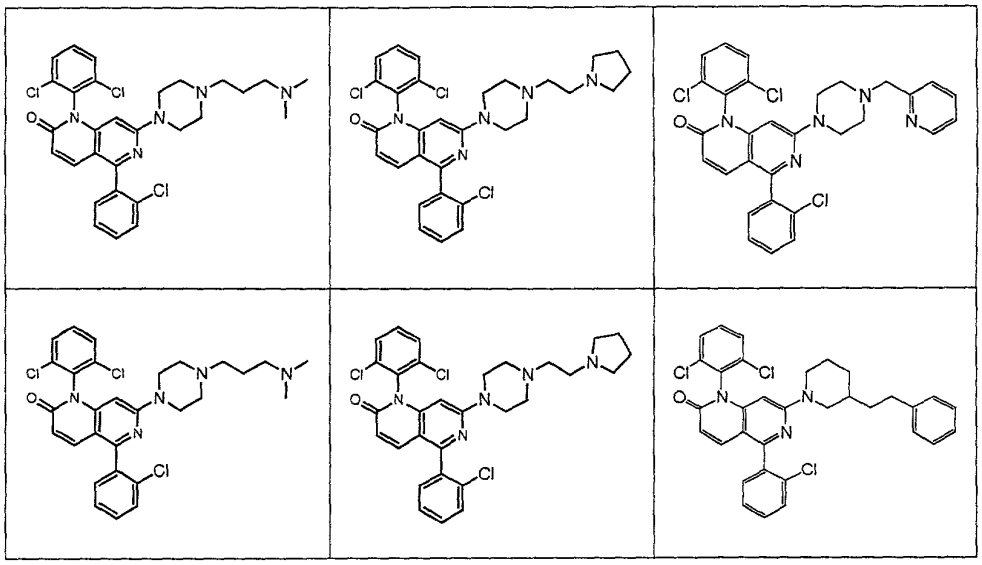
33. The compound according to Claim 32 represented by







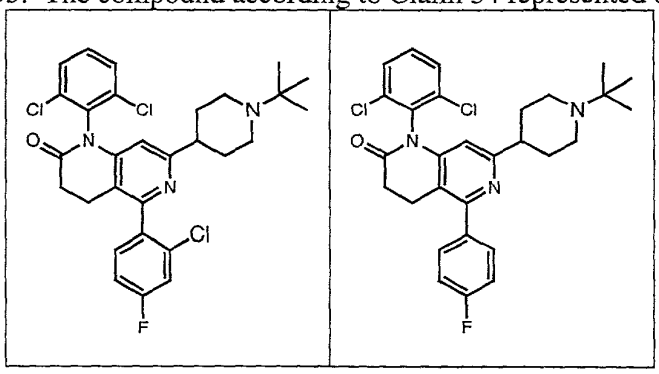




or a pharmaceutically acceptable salt thereof.

34. The compound according to Claim 1 wherein
A is $CH_2$;
D is $CH_2$; and
$G^2$ is N.

35. The compound according to Claim 34 represented by

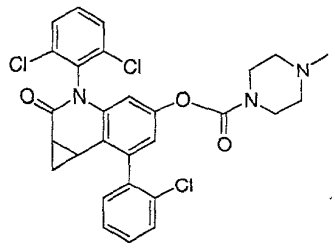


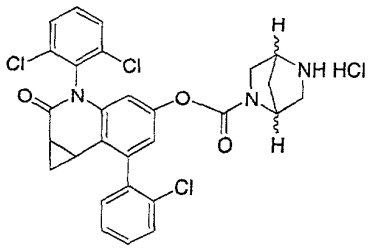
or a pharmaceutical acceptable salt thereof.

36. The compound according to Claim 1 wherein
A is CH;
D is CH; and

A and D are bridged by -$C_{1-4}$alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

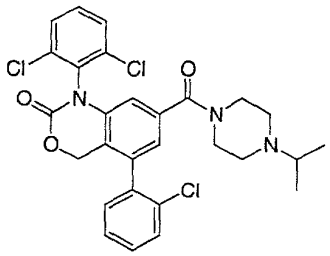
37. The compound according to Claim 36 represented by





or a pharmaceutically acceptable thereof.

38. The compound according to Claim 12 represented by



or a pharmaceutically acceptable thereof.